

## **EUTELSAT COMMUNICATIONS**

Public limited company with a capital of 230,544,995 euros  
Head office : 32, boulevard Galliéni, 92130 Issy-les-Moulineaux  
481 043 040 RCS Nanterre

**COMBINED GENERAL MEETING  
OF 4 NOVEMBER 2021  
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ORDER OF BUSINESS  
DRAFT RESOLUTION  
AND REPORT ON RESOLUTIONS**

### **ORDER OF BUSINESS**

#### **A./ Ordinary**

- Approval of the annual reports and accounts for the financial year ending 30 June 2021 (1<sup>st</sup> resolution)
- Approval of the reports and consolidated accounts for the financial year ending 30 June 2021 (2<sup>nd</sup> resolution)
- Allocation of the result for the financial year ending 30 June 2021 (3<sup>rd</sup> resolution)
- Approval of the agreements referred to in Article L. 225-38 of the French Commercial Code (4<sup>th</sup> resolution)
- Appointment of Bpifrance Investissement as director (5<sup>th</sup> resolution)
- Renewal of the term of office of Mr Dominique D'Hinnin as director (6<sup>th</sup> resolution)
- Renewal of the term of office of Mrs Esther Gaide as director (7<sup>th</sup> resolution)
- Renewal of the term of office of Mr Didier Leroy as director (8<sup>th</sup> resolution)
- Renewal of the term of Ernst & Young et Autres as Statutory Auditor (9<sup>th</sup> resolution)
- Acknowledgement of the end of the term of Auditex as Alternate Auditor (10<sup>th</sup> resolution)
- Approval of the information relating to the remuneration of corporate officers for the financial year ending 30 June 2021 mentioned in I of Article L. 22-10-9 of the French Commercial Code (11<sup>th</sup> resolution)
- Approval of the fixed components of the total remuneration paid or allocated for the financial year ending 30 June 2021 to Mr Dominique D'Hinnin, Chairman of the Board of Directors (12<sup>th</sup> resolution)
- Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid or allocated because of the term of office for the financial year ending 30 June 2021 to Mr Rodolphe Belmer, Chief Executive Officer (13<sup>th</sup> resolution)
- Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid or allocated because of the term of office for the financial year ending 30 June 2021 to Mr Michel Azibert, Deputy Chief Executive Officer (14<sup>th</sup> resolution)
- Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid or allocated because of the term of office for the financial year ending 30 June 2021 to Mr Yohann Leroy, Deputy Chief Executive Officer (15<sup>th</sup> resolution)
- Approval of the remuneration policy for the Chairman of the Board of Directors (16<sup>th</sup> resolution)
- Approval of the remuneration policy for the Chief Executive Officer (17<sup>th</sup> resolution)

- Approval of the remuneration policy for the Deputy Chief Executive Officers (18<sup>th</sup> resolution)
- Approval of the remuneration policy for directors (19<sup>th</sup> resolution)
- Authorisation for the Board of Directors to purchase the Company's own shares (20<sup>th</sup> resolution)

### **B°/ Extraordinary**

- Authorisation to the Board of Directors to reduce the share capital by cancelling shares acquired by the Company under its share buyback programme (21<sup>st</sup> resolution)
- Delegation of authority to the Board of Directors to increase the share capital by the capitalisation of reserves, profits, bonuses or other amounts whose capitalisation would be permitted (22<sup>nd</sup> resolution)
- Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future access to ordinary shares of the Company, with preferential subscription rights for shareholders (23<sup>rd</sup> resolution)
- Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future access to ordinary shares of the Company, without shareholders' preferential subscription rights, in the context of a public offering (other than the one specified in 1° of the article L. 411-2 of the French Monetary and Financial Code) (24<sup>th</sup> resolution)
- Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future access to ordinary shares of the Company, without shareholders' preferential subscription rights, in the context of a public offering referred to in 1 of Article L. 411-2 of the French Monetary and Financial Code, aimed exclusively at qualified investors and/or a limited circle of investors (25<sup>th</sup> resolution)
- Authorisation to the Board of Directors in the event of the issue of ordinary shares and/or securities giving access by any means, immediately and/or in the future, to ordinary shares to be issued by the Company, without preferential subscription rights, to set the issue price under the terms and conditions set by the General Meeting, up to a limit of 10% of the capital per year (26<sup>th</sup> resolution)
- Authorisation to the Board of Directors to increase the number of shares to be issued in the event of an increase in the Company's share capital, with maintenance or cancellation of preferential subscription rights, decided according to the 23<sup>rd</sup> to 25<sup>th</sup> resolutions (27<sup>th</sup> resolution)
- Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future access to ordinary shares of the Company, without preferential subscription rights, in the event of a public exchange offer initiated by the Company (28<sup>th</sup> resolution)
- Delegation of powers to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving immediate or future access to the Company's ordinary shares, without preferential subscription rights, in consideration of contributions in-kind up to a limit of 10% of the Company's share capital, except in the case of a public exchange offer initiated by the Company (29<sup>th</sup> resolution)
- Delegation of authority to the Board of Directors to issue ordinary shares, without preferential subscription rights, as a result of the issue by the Company's subsidiaries of securities giving immediate or future access to the Company's ordinary shares (30<sup>th</sup> resolution)
- Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving immediate and/or future access to the Company's share capital, without preferential subscription rights, reserved for members of a company savings plan in the Company or its Group (31<sup>st</sup> resolution)
- Authorisation to the Board of Directors to allocate free existing or new ordinary shares of the Company to eligible employees and corporate officers of the Company or its subsidiaries, without preferential subscription rights (32<sup>nd</sup> resolution)

## C°/ Ordinary

- Powers for formalities (33<sup>rd</sup> resolution)

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The text of the draft resolutions submitted by the Board of Directors, associated with this order of business, is presented below:

### RESOLUTIONS WITHIN THE COMPETENCE OF THE ORDINARY MEETING

1. **Approval of the annual and the consolidated accounts for the financial year ending 30 June 2021 (1<sup>st</sup> and 2<sup>nd</sup> resolutions)**

#### **EXPLANATORY STATEMENT**

*The 1<sup>st</sup> and 2<sup>nd</sup> resolutions concern the approval of the Company's annual accounts and the Group's consolidated accounts for the financial year ending 30 June 2021.*

*The Company's financial statements for the year ended 30 June 2021 show a loss of €9,385,903.69 compared to a profit of €535,044,949.72 in the previous year. The consolidated accounts show a consolidated net result of €228,094,000 compared to €312,236,000 in the previous year.*

*For further information on the Company's accounts for the financial year ended 30 June 2021 as well as on the course of business during the said financial year and since 1 July 2021, the Board of Directors invites you to refer to the annual and consolidated accounts for the said financial year as well as to the management report of the Board of Directors and the reports of the Statutory Auditors on these accounts, which have been made available to you under legal and regulatory provisions.*

#### **First resolution - Approval of the annual reports and accounts for the year ending 30 June 2021**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the management report of the Board of Directors for the financial year ended 30 June 2021, the annual financial statements and the report of the Statutory Auditors on the annual financial statements for the financial year ended 30 June 2021:

- **approves** the annual accounts for the financial year ending 30 June 2021, showing a loss of €9,385,903.69, as presented to it, as well as the transactions reflected in these accounts and summarised in these reports,
- **approves** the total amount of non-deductible expenses and charges referred to in Article 39-4 of the French General Tax Code amounting to €23,899.09 and the associated corporate tax charge of €7,652.47.

## **Second resolution - Approval of the reports and consolidated accounts for the year ended 30 June 2021**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the group management report of the Board of Directors, the consolidated financial statements and the report from the Statutory Auditors on the consolidated financial statements for the financial year ended 30 June 2021, **approves** the consolidated financial statements for the financial year ended 30 June 2021 as presented to it, which result in consolidated net income of €228 094 000, as well as the transactions reflected in these financial statements and summarised in these reports.

## **2. Allocation of the result for the financial year ending 30 June 2021, determination and payment of the dividend (3<sup>rd</sup> resolution)**

### ***EXPLANATORY STATEMENT***

*The purpose of the 3<sup>rd</sup> resolution is to decide on the allocation of the result for the financial year ended 30 June 2021, which shows a loss of €9,385,903.69. Such loss should be allocated to the "Retained Earnings" item. Following the allocation of this loss to the "Retained Earnings" item, such item would amount to €1,145,513,879.40.*

*After noting the existence of an income available for distribution the Board of Directors should propose to distribute an amount of €0.93 per share, representing the total sum of €214,406,845.35, based on the number of shares outstanding as at 30 June 2021 (including treasury shares held by the Company and not entitled to dividends), which will be taken from the "Retained Earnings" item, the amount of which, after distribution, should amount to €931,107,034.05.*

*This distribution would be paid on 18 November 2021, it being specified that if the Company holds treasury shares at the time of payment of the dividend, the profit corresponding to the dividends due in respect of these shares will be allocated to the "Retained Earnings" account.*

*The dividend will be eligible for the 40% deduction for the benefit of individual shareholders domiciled in France for tax purposes, under the provisions of Article 158 3 2° of the French General Tax Code, provided that these shareholders exercise the option provided for in Article 200 A of the French General Tax Code of taxation at the progressive income tax rate on all income, net gains, profits and receivables falling within the scope of the flat-rate taxation referred to in 1 of the same Article 200 A.*

## **Third resolution - Allocation of the result for the financial year ending 30 June 2021**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, on the proposal of the Board of Directors, noting the loss of €9 385 903,69, **decides** to allocate such loss on the "Retained earnings" item, which would amount after allocation to €1,145,513,879.40.

The General Meeting, noting the existence of an income available for distribution, on the proposal of the Board of Directors, **decides** to distribute a dividend of €0.93 per share, deducted from the "Retained earnings" item, i.e. a total amount of €214 406 845,35, based on the number of shares as at 30 June 2021. The "Retained Earnings" item after the dividend distribution would amount of €931,107,034.05.

This dividend will be paid on 18 November 2021, it being specified that if the Company holds any of its own shares at the time of payment of the dividend, the amount corresponding to the dividends accruing to these shares will be allocated to the "Retained Earnings" account.

For individuals domiciled in France for tax purposes, this dividend is subject to the single flat-rate withholding tax provided for in Article 200-A-1 of the French General Tax Code, unless the taxpayer expressly opts for the progressive income tax scale. In the event of opting for the progressive scale, the dividend is eligible for the 40% deduction provided for in Article 158-3-2° of the General Tax Code.

Under the legal provisions and as mentioned in the management report, the General Meeting notes that the dividends for the three (3) previous financial years were as follows:

	Income eligible for deduction (in €)		Income not eligible for the 40% deduction* (in €)
	Dividends	Other distributed income	
2017 – 2018 business year	€295,623,786.45 (or €1.27 per share)	-	-
2018 - 2019 business year	€295,623,786.45 (or €1.27 per share)	-	-
2019 - 2020 business year	€205,185,045.55 (or €0.89 per share)	-	-

\*Deduction mentioned in Article 158.3-2° of the French General Tax Code

### 3. Approval of the agreements referred to in Article L. 225-38 of the French Commercial Code (4<sup>th</sup> resolution)

#### **EXPLANATORY STATEMENT**

The Statutory Auditors' special report describes the agreements referred to in Article L. 225-38 of the French Commercial Code. In the **4<sup>th</sup> resolution**, the Board of Directors proposes that you take note of the conclusions of this report and of the agreements previously approved by the General Meeting which continued during the financial year ended 30 June 2021.

The Board of Directors reminds you of the list of regulated agreements previously approved by the General Meeting and which continued during the financial year ended 30 June 2021:

- the agreement relating to the compensation of Mr. Yohann Leroy entered into on April 25, 2017 and valid until the resignation of the Deputy Chief Executive Officer, as of September 15, 2020. Under Article L. 225-38 of the French Commercial Code, the Board of Directors has examined this agreement.
- the agreement concluded in 2015 between the Company and its Chief Executive Officer, relating to the latter's remuneration and containing a non-competition clause. Under Article L. 225-38 of the French Commercial Code, the Board of Directors has examined this agreement;
- the tax consolidation agreement concluded in 2007 between the Company and some of its French subsidiaries.

The Board of Directors informs you that no agreement referred to in Article L. 225-38 of the French Commercial Code has been concluded during the financial year ended 30 June 2021. Under Article L. 225-40-1 of the French Commercial Code, the Board of Directors reviewed these two agreements at its meeting of 30 July 2021.

The Board of Directors informs you that, under Article L. 22-10-12 of the French Commercial Code, the agreement entered into in 2010 between Eutelsat Communications and several of its subsidiaries, including Eutelsat S.A., intending to allow Eutelsat Communications to re-invoice the shares acquired on the regulated market of Euronext Paris to cover the share allotments to be carried out under Eutelsat Communications' free share allotment plans put in place for employees of the Eutelsat Group has been qualified during this financial year ended 30 June 2021 as a current agreement entered into under normal conditions and, as such, no longer needs to be approved by the Board of Directors but is reviewed annually by the Audit Committee and then by the Board of Directors.

#### **Fourth resolution - Approval of the agreements referred to in Article L. 225-38 of the French Commercial Code**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the Statutory Auditors' special report on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, takes note of the conclusions of this report and of the agreements previously approved by the General Meeting which continued during the financial year ended 30 June 2021.

#### **4. Board of Directors (5<sup>th</sup> to 8<sup>th</sup> resolutions)**

<b>EXPLANATORY STATEMENT</b>							
<i>For your information, as of the date of this document, the Board of Directors is composed as follows:</i>							
<b>Directors</b>	<b>Age</b>	<b>Gender</b>	<b>Nationality</b>	<b>Independent</b>	<b>Board attendance rate for the financial year ending 30 June 2021</b>	<b>First nomination/co-option</b>	<b>End of term <sup>1</sup></b>
Dominique D'HINNIN (Chairman of the Board)	61	M	French	Yes	100%	AGM 2016	AGM 2021
Rodolphe BELMER (Chief Executive Officer)	51	M	French	No	100%	AGM 2016	AGM 2024
Bpifrance Participations, represented by Stéphanie FRACHET	44	F	French	No	100%	AGM 2011 <sup>2</sup>	AGM 2022
Paul-François FOURNIER	52	M	French	No	85.7%	AGM 2017	AGM 2021
Fond Stratégique de Participations (FSP) represented by Agnès AUDIER	56	F	French	Yes	100%	AGM 2016	AGM 2024
Esther GAIDE	59	F	French	Yes	100%	AGM 2017	AGM 2021
Ana GARCIA FAU	52	F	Spanish	Yes	100%	AGM 2015	AGM 2023
Cynthia GORDON	58	F	British	Yes	100%	AGM 2019	AGM 2023

<sup>1</sup>At the end of the AGM ruling on the accounts for the financial year.

<sup>2</sup>Fonds Stratégique d'Investissement

Didier LEROY	63	M	French	Yes	100%	AGM 2017	AGM 2021
Ross McINNIS	67	M	French/Australian	Yes	100%	AGM 2013	AGM 2022

Given the expiry at the end of this Meeting of the office of Mr. Paul-François Fournier, in voting the **5<sup>th</sup> resolution** you are asked to appoint Bpifrance Investissement as director for a period of four (4) years, i.e. until the end of the Ordinary Annual General Meeting called to approve the accounts for the financial year ending 30 June 2025. Mr. Paul-François Fournier will be designated as permanent representative of Bpifrance Investissement.

- *Bpifrance Investissement is a subsidiary of Bpifrance Participations. Bpifrance Participations is a public investment bank that supports French companies by offering financing solutions to implement their projects (creation, development through innovation, conquering new markets in France or internationally, equity investment, takeover or external growth, etc.). After having spent part of his career at France Telecom-Orange, where he helped Orange evolve according to the various technological advances, Paul-François Fournier is currently in charge of the Innovation Department within the Bpifrance Participations group. Thanks to his experience in the telecom sector, Paul-François challenges the company's strategy*

Given the expiry at the end of this Meeting of the office of three Directors (Mr Dominique D'Hinnin, Mrs Esther Gaide, and Mr Didier Leroy), in voting the **6<sup>th</sup> to 8<sup>th</sup> resolution** you are asked to renew their term for a period of four (4) years.

- *Dominique D'Hinnin joined the Board of Directors of Eutelsat Communications on 4 November 2016 as a representative of the Fonds Stratégique de Participations and became the Chairman of the Board on 8 November 2017. His experience as the CFO of the Lagardère Group and his in-depth knowledge of the Company is invaluable to the Company. Furthermore, since he was appointed as Chairman of the Board of Directors, Dominique D'Hinnin has shown a very high level of involvement and proactivity in carrying out his term, improving the quality of the Board's work, which has been emphasised in all Board evaluations.*
- *Mrs Esther Gaide has significant experience as a Finance Director in several listed companies. In addition, her experience as the Finance Director of the Bolloré Group's African logistics division gives her a very precise vision of the African markets where Eutelsat is pursuing its development.*
- *Didier Leroy has an extensive international career. As Executive Chairman and member of the Board of Directors of Toyota Motor Corporation, he is responsible for all business units in North America and Europe, and also for the aftermarket in Japan. His vision as a Field Manager and his knowledge of the European and international markets are a considerable asset for the company.*

Subject to the approval by this Meeting of the renewal of these terms of office, at the end of this Ordinary General Meeting, the Board of Directors should be composed of 70% of directors qualified as independent concerning the independence criteria of the Afep-Medef Corporate Governance Code of January 2020 and 50% women.

The information concerning the directors whose reappointment is submitted to the vote of this Meeting is given in the **Annexe** to this report.

#### **Fifth resolution - Appointment of Bpifrance Investissement as a Director**

The General Meeting, under the conditions required by Ordinary General Meetings as to quorum and majority, having been informed of the Board of Directors' report, **appoints** Bpifrance Investissement as a Director for a term of four (4) years, i.e. until the end of the Ordinary Annual General Meeting called to approve the accounts for the financial year ending 30 June 2025.

#### **Sixth resolution – Renewal of Mr Dominique D'Hinnin's term as a Director**

The General Meeting, under the conditions required by Ordinary General Meetings as to quorum and majority, having been informed of the Board of Directors' report, **renews** Mr Dominique D'Hinnin's office as Director for a term of four (4) years, i.e. until the end of the Ordinary Annual General Meeting called to approve the accounts for the financial year ending 30 June 2025.

#### **Seventh resolution - Renewal of Mrs Esther Gaide's term as a Director**

The General Meeting, under the conditions required by Ordinary General Meetings as to quorum and majority, having been informed of the Board of Directors' report, **renews** Mrs Esther Gaide's office as a Director for a term of four (4) years, i.e. until the end of the Ordinary Annual General Meeting called to approve the accounts for the financial year ending 30 June 2025.

#### **Eighth resolution - Renewal of Mr Didier Leroy's term as a Director**

The General Meeting, under the conditions required by Ordinary General Meetings as to quorum and majority, having been informed of the Board of Directors' report, **renews** Mr Didier Leroy's office as a Director for a term of four (4) years, i.e. until the end of the Ordinary Annual General Meeting called to approve the accounts for the financial year ending 30 June 2025.

### **5. Statutory auditors (9<sup>th</sup> and 10<sup>th</sup> resolutions)**

#### **EXPLANATORY STATEMENT**

*Given the expiry at the end of this General Meeting of the terms of Ernst & Young et Autres and Auditex as Statutory Auditor and Alternate Auditor respectively, it is proposed, by voting in favour of the **9<sup>th</sup> resolution**, that the term of Ernst & Young et Autres as Statutory Auditor be renewed for a term of six (6) financial years, i.e., until the Ordinary General Meeting called to approve the financial statements for the financial year ending 30 June 2027.*

*According to Article 19 of the Articles of Incorporation and under Article L. 823-1 of the Commercial Code, the appointment of an alternate auditor is optional when the statutory auditor is not a natural person or a one-person company. Therefore, it is proposed by the vote of the **10<sup>th</sup> resolution** that the expiry of the term Auditex as Alternate Auditor be noted and that this term of office is not to be renewed.*

#### **Ninth resolution – Renewal of the term of Ernst & Young et Autres as Statutory Auditor**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the report of the Board of Directors, **renews** the appointment of Ernst & Young et Autres, whose head office is at 1/2 Place des Saisons 92400 Courbevoie Paris La Défense 1, as Statutory Auditor, for a term of six (6) financial years, i.e. until the end of the Ordinary General Meeting called to vote on the financial statements for the financial year ending 30 June 2027.



**Tenth resolution – Acknowledgement of the end of the appointment of Auditex as Alternate Auditor**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the report of the Board of Directors, **notes** the expiry of the appointment of Auditex as Alternate Auditor, at the end of the Ordinary General Meeting called to vote on the accounts for the financial year ending 30 June 2021. Consequently, and under Article 19 of the Company's Articles of Incorporation, the General Meeting decides that the appointment of Auditex as the Company's Alternate Auditor will not be renewed.

**6. Global Remuneration Report (11<sup>th</sup> resolution)**

***EXPLANATORY STATEMENT***

*Under the terms of the 11<sup>th</sup> resolution, you are asked to approve, under the provisions of Article L. 22-10-9 of the French Commercial Code, the information relating to the remuneration of the Chairman, the Chief Executive Officer, the Deputy Chief Executive Officers and the members of the Board of Directors for the financial year ended 30 June 2021, as described in the Company's management report, in Chapter 10 "Corporate Governance". Section 10.4 "Information concerning the remuneration of corporate officers".*

*The guiding principles underlying the remuneration policy for corporate officers, now including the members of the Board of Directors, are set out in this report.*

**Eleventh resolution - Approval of the information relating to the remuneration of corporate officers for the financial year ending 30 June 2021 mentioned in I of Article L. 22-10-9 of the French Commercial Code**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the section on corporate governance drawn up according to the provisions of Articles L. 225-37 and L. 22-10-8 et seq. of the French Commercial Code and contained in the management report drawn up by the Board of Directors according to Article L. 22-10-34 of the French Commercial Code, **approves** the information published according to I of Article L. 22-10-9 of the French Commercial Code, as presented in the management report - Chapter 10 "Corporate Governance" – Section 10.4 "Information concerning the remuneration of corporate officers".

**7. Approval of the elements of the remuneration paid during or allocated during the financial year ending 30 June 2021 to the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officers (12<sup>th</sup> to 15<sup>th</sup> resolutions)**

**EXPLANATORY STATEMENT**

*Under Articles L. 22-10-9 and L. 22-10-34 of the French Commercial Code, the elements of the remuneration due or allocated in respect of the financial year ending 30 June 2021 are submitted to the shareholders for approval at the General Meeting.*

*The detailed breakdown concerning each of these remuneration elements (in particular the reasons for their changes from the previous financial year and the achievement of ex-post objectives), as well as their standardised presentation under the recommendations of the AFEP-MEDEF Code and the AMF, are included in the management report – Chapter 10 “Corporate Governance” – Section 10.4 “Information concerning the remuneration of corporate officers”.*

*The Board of Directors requests that your General Meeting approve the elements described above of the remuneration due or allocated for the financial year ending 30 June 2021 to:*

- *Mr Dominique D'Hinnin, Chairman of the Board of Directors, by the vote of the **12<sup>th</sup> resolution**,*
- *Mr Rodolphe Belmer, Chief Executive Officer, by the vote of the **13<sup>th</sup> resolution**,*
- *Mr Michel Azibert, Deputy Chief Executive Officer, by the vote of the **14<sup>th</sup> resolution**, and*
- *Mr Yohann Leroy, Deputy Chief Executive Officer, by the vote of the **15<sup>th</sup> resolution**.*

**Twelfth resolution - Approval of the fixed components of the total remuneration paid or allocated for the term for the financial year ending 30 June 2021 to Mr Dominique D'Hinnin, Chairman of the Board of Directors**

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, under II of Article L. 22-10-34 of the Commercial Code, having taken note of the section on corporate governance drawn up under the provisions of Articles L. 225-37 et seq. of the French Commercial Code and contained in the management report drawn up by the Board of Directors, **approves** the fixed components of the remuneration paid during or allocated for the term for the financial year ending 30 June 2021 to Mr Dominique D'Hinnin, Chairman of the Board of Directors, as presented in the management report - Chapter 10 “Corporate Governance” – Section 10.4 “Information concerning the remuneration of corporate officers”, and notes that he does not benefit from any variable or exceptional remuneration or benefits in-kind.

**Thirteenth resolution - Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid or allocated for the term for the financial year ending 30 June 2021 to Mr Rodolphe Belmer, Managing Director**

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, under II of Article L. 22-10-34 of the French Commercial Code, having taken note of the section on corporate governance drawn up under the provisions of Articles L. 225-37 et seq. of the French Commercial Code and contained in the management report drawn up by the Board of Directors, **approves** the fixed components of the total remuneration and benefits of any kind during the financial year ending 30 June 2021, or granted for the term for the same financial year to Mr Rodolphe Belmer, Chief Executive Officer, as presented in the management report - Chapter 10 “Corporate Governance” – Section 10.4 “Information concerning the remuneration of corporate officers”.

**Fourteenth resolution - Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid or allocated for the term for the financial year ending 30 June 2021 to Mr Michel Azibert, Deputy Chief Executive Officer**

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, under II of Article L. 22-10-34 of the French Commercial Code, having taken note of the section on corporate governance drawn up under the provisions of Articles L. 225-37 et seq. of the French Commercial Code and contained in the management report drawn up by the Board of Directors, **approves** the fixed components of the total remuneration and benefits of any kind during the financial year ending 30 June 2021, or granted for the term for the same financial year to Mr Michel Azibert, Deputy Chief Executive Officer, as presented in the management report - Chapter 10 "Corporate Governance" – Section 10.4 "Information concerning the remuneration of corporate officers".

**Fifteenth resolution – Approval of the fixed, variable and exceptional components of the total remuneration and benefits in kind paid or allocated for the term for the financial year ending 30 June 2021 to Mr Yohann Leroy, Deputy Chief Executive Officer**

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, under II of Article L. 22-10-34 of the French Commercial Code, having taken note of the section on corporate governance drawn up under the provisions of Articles L. 225-37 et seq. of the French Commercial Code and contained in the management report drawn up by the Board of Directors, **approves** the fixed components of the total remuneration and benefits of any kind during the financial year ending 30 June 2021, or granted for the term for the same financial year to Mr Yohann Leroy, Deputy Chief Executive Officer, as presented in the management report - Chapter 10 "Corporate Governance" – Section 10.4 "Information concerning the remuneration of corporate officers", and notes that he did not receive any variable or exceptional compensation.

**8. Approval of the remuneration policy applicable to the Chairman, executive officers and Directors (16<sup>th</sup> to 19<sup>th</sup> resolutions)**

**EXPLANATORY STATEMENT**

*Under the provisions of Article L. 22-10-8 II of the French Commercial Code, supplemented by the provisions of Article R. 22-10-14 of the French Commercial Code, the remuneration policy applicable to the Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officers, and the Directors for the performance of their term of office shall be subject to the approval of the General Meeting.*

*This remuneration policy, adopted by the Board of Directors on the recommendation of the Remuneration Committee, is presented in the management report – Chapter 10 “Corporate Governance” – Section 10.4 “Information concerning the remuneration of corporate officers” for the Chairman of the Board, the Chief Executive Officer, the Deputy Chief Executive Officers, and for the Directors.*

*According to Article L. 22-10-34 II. of the Commercial Code, the variable or exceptional remuneration elements resulting from the implementation of these remuneration policies may only be paid after the approval of the shareholders at the general meeting ruling on the accounts for the financial year ending 30 June 2022. These items are specifically identified in the paragraphs of the management report referred to above.*

*Under the aforementioned text, it is recalled that if the General Meeting rejects the resolution, the remuneration of the corporate officer concerned will be determined under the remuneration granted in the previous financial year or, in the absence of remuneration granted in the previous financial year, under the existing practices within the Company.*

*The Board of Directors requests your General Meeting to approve the principles and criteria of remuneration attributable to the exercise of their terms for the:*

- *President of the Board of Directors, by the vote of the **16<sup>th</sup> resolution**,*
- *Chief Executive Officer, by the vote of the **17<sup>th</sup> resolution**,*
- *Deputy Chief Executive Officers, by the vote of the **18<sup>th</sup> resolution**,*
- *Directors, by the vote of the **19<sup>th</sup> resolution**.*

**Sixteenth resolution - Approval of the remuneration policy for the Chairman of the Board of Directors**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the information contained in the section on corporate governance in the management report drawn up by the Board of Directors, according to Article L. 22-10-8 of the French Commercial Code, **approves** the remuneration policy for the Chairman of the Board of Directors, as presented in the management report – Chapter 10 “Corporate Governance” – Section 10.4 “Information concerning the remuneration of corporate officers”, it being specified that this remuneration does not include any variable or exceptional element or any benefit in kind.

**Seventeenth resolution - Approval of the remuneration policy for the Chief Executive Officer**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the information contained in the section on corporate governance in the management report drawn up by the Board of Directors, according to Article L. 22-10-8 of the French Commercial Code, **approves** the remuneration policy for the Chief Executive Officer, as

presented in the management report – Chapter 10 “Corporate Governance” – Section 10.4 “Information concerning the remuneration of corporate officers”.

#### **Eighteenth resolution - Approval of the remuneration policy for the Deputy Chief Executive Officers**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the information contained in the section on corporate governance in the management report drawn up by the Board of Directors, according to Article L. 22-10-8 of the French Commercial Code, **approves** the remuneration policy for the Deputy Chief Executive Officers, as presented in the management report – Chapter 10 “Corporate Governance” – Section 10.4 “Information concerning the remuneration of corporate officers”.

#### **Nineteenth resolution - Approval of the remuneration policy for the Directors**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the information contained in the section on corporate governance in the management report drawn up by the Board of Directors, according to Article L. 22-10-8 of the French Commercial Code, **approves** the remuneration policy for the Directors, as presented in the management report – Chapter 10 “Corporate Governance” – Section 10.4 “Information concerning the remuneration of corporate officers”.

#### **9. Authorisation to the Board of Directors to purchase the Company's shares and, if necessary, to cancel them (20<sup>th</sup> and 21<sup>st</sup> resolutions)**

##### **EXPLANATORY STATEMENT**

*The General Meeting on 5 November 2020 authorised the Board of Directors to purchase the Company's shares for a period of eighteen (18) months from the date of the Meeting so that this authorisation will expire during the financial year 2021-2022*

*In the 20<sup>th</sup> resolution, the Board of Directors proposes that this authorisation be renewed for a maximum period of eighteen (18) months from the date of this General Meeting.*

*The maximum purchase price per share could not exceed €20 and the total amount of funds allocated to the purchase could not exceed €250 million.*

*The shares may be purchased to a) retain shares for subsequent remittance as payment or exchange, in the context of any external growth transactions, b) enable market activity in the context of the liquidity contract, c) remit shares on the exercise of rights attached to securities giving access to the Company's capital, as well as to carry out any hedging transactions related to these securities, d) allocate or sell shares to employees or eligible corporate officers of the Company or its group, (d) to allocate or sell shares to eligible employees or corporate officers of the Company or its group, in particular in the context of performance share grants, profit-sharing, stock option grants or any employee savings plan, (e) to cancel all or part of the shares thus repurchased and to reduce the share capital accordingly, (f) to implement any market practice that may be permitted by the Autorité des Marchés Financiers (“AMF”), and (g) more generally, to carry out any transaction in compliance with applicable regulations.*

*It is expressly provided in the draft resolution submitted to you that the acquisition, sale, exchange or transfer of shares may not be carried out during the period of a public offer, even if fully settled in cash, for the Company's shares.*

*During the financial year ended 30 June 2021, the buyback programme was used within the framework of the liquidity contract under the AMAFI Code of Ethics. The Board of Directors has already decided that if the new programme submitted to you is adopted, the liquidity contract will continue.*

*In the **21<sup>st</sup> resolution**, the Board of Directors seeks authorisation from your General Meeting, acting in an extraordinary capacity, with the option of sub-delegation, to reduce the share capital by **cancelling, within the limit of 10% of the share capital per twenty-four (24) month period**, on one or more occasions, all or part of the ordinary shares acquired by the Company under a share buyback programme.*

*This authorisation would be granted to the Board of Directors for a maximum period of eighteen (18) months from the date of this General Meeting.*

### **Twentieth resolution – Authorisation for the Board of Directors to purchase the Company's own shares**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the Board of Directors' report and voting under (i) the legal provisions in force, in particular those of Articles L. 22-10-62 et seq. of the French Commercial Code, (ii) the General Regulation of the Autorité des marchés financiers ("**AMF**") and the market practices accepted by the AMF, and (iii) Regulation (EU) No. 596/2014 of 16 April 2014 on market abuse, in its Articles 5 and 13:

- 1° Terminates** with immediate effect, the unused portion of the authorisation granted by the General Meeting of 5 November 2020 in its 17<sup>th</sup> resolution;
- 2° Authorises** the Board of Directors, with the option of sub-delegation under the legal and regulatory conditions, taking into account any shares that may be held directly or indirectly by the Company, to purchase or arrange for the purchase of the Company's shares up to a limit of 10% of the total number of shares making up the share capital (adjusted, if necessary, to take into account any capital increases or reductions that may take place during the term of the programme), under the terms and conditions set out in Articles L. 22-10-62 et seq. of the French Commercial Code, in particular:
  - the maximum unit purchase price must not exceed 20 (excluding acquisition costs), it being specified that the Board of Directors may, however, adjust the aforementioned purchase price in the event of a transaction giving rise either to an increase in the nominal value of the shares or to the creation and allocation of free shares, as well as in the event of a division of the nominal value of the shares or consolidation of shares, or any other transaction involving shareholders' equity, to take account of the impact of the transaction concerned on the value of the shares,
  - the maximum amount of funds for the purchase of shares under this resolution shall not exceed 250 million euros,
  - the purchases of shares made by the Company by virtue of this authorisation may under no circumstances lead it to hold, directly or indirectly, more than 10% of the shares comprising the Company's share capital,
  - the acquisition, sale, exchange or transfer of these shares may be carried out (i) at any time, except during a public offer period, even if fully settled in cash, for the Company's shares (ii) under the conditions and within the limits, in particular in terms of volume and price, provided for by the laws in force on the date of the transactions in question, and (iii) by any means, in particular on the market or by mutual agreement, including by the acquisition or sale of blocks of shares, through option mechanisms, such as the purchase and sale of call or put options, derivative financial instruments traded on a regulated or mutual agreement market, or warrants or securities giving access to the Company's share capital under the conditions provided for by the market authorities, in compliance with the laws and regulations in force and at the times the Board of Directors, or the person acting on the delegation of the Board of Directors, shall decide,
  - the shares bought back and kept by the Company will be deprived of voting rights and will not give a right to the payment of the dividend;
- 3° Decides** that these share purchases may be made to:
  - purchase the Company's shares for retention and subsequent remittance in exchange or as payment in the context of any external growth, merger, demerger or contribution transactions,

in compliance with the limit of 5% of its share capital provided for by Article L. 22-10-62 paragraph 6 of the French Commercial Code,

- purchase or sell shares to stimulate the secondary market or to ensure the liquidity of the Company's shares within the framework of a liquidity contract concluded with an investment services provider and in compliance with the code of ethics recognised by the AMF,
  - retain shares and, where applicable, remit them at a later date on the occasion of the exercise of rights attached to securities giving access by any means, immediately or in the future, to shares in the Company by redemption, conversion, exchange, presentation of a warrant or in any other manner, as well as to carry out any hedging operation in respect of the obligations of the Company (or of one of its subsidiaries) linked to these securities, under the conditions provided for by the market authorities and at the times that the Board of Directors or the person acting on the delegation of powers of the Board of Directors shall decide,
  - allocate or transfer shares in the Company to employees or corporate officers of the Company or of companies or groupings related to it within the meaning of the regulations in force, under the conditions and under the procedures provided for by law, in particular in the context of (i) the free allocation of shares as provided for by Articles L. 22-10-59 et seq. of the French Commercial Code, (ii) participation in the fruits of the company's expansion, (iii) allocations of stock options granted under the conditions provided for in Articles L. 22-10-56 et seq. of the French Commercial Code, or (iv) any employee savings plan,
  - cancel all or part of the shares thus repurchased and to reduce the share capital accordingly, subject to authorisation by the Extraordinary General Meeting and on the terms indicated therein, or any other subsequent authorisation,
  - implement any market practice that may be accepted by the AMF, and
  - more generally, carry out any operation under the regulations in force;
- 4° **Grants** the Board of Directors all powers, with the option of sub-delegation under the legal and regulatory conditions, to implement this authorisation, and in particular to place all orders on the stock market or off-market, to allocate or reallocate the shares acquired to the various purposes, under the applicable legal and regulatory conditions, enter into any agreements, draw up and amend any documents, in particular to keep registers of share movements, draw up any documents, make any declarations and carry out any formalities with the AMF or any other authority, and generally do anything else that is necessary;
- 5° **Acknowledges** that the Board of Directors will report to the Annual General Meeting on the transactions carried out under this authorisation;
- 6° **Decides** that this authorisation is granted to the Board of Directors for a maximum period of eighteen (18) months from the date of this Meeting.

## RESOLUTIONS WITHIN THE COMPETENCE OF THE EXTRAORDINARY MEETING

### **Twenty-first resolution - Authorisation for the Board of Directors to reduce the share capital by cancelling shares acquired by the Company under its share buyback programme**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, and voting under the legal provisions in force and in particular those of Article L. 22-10-62 of the Commercial Code:

1. **Terminates** with immediate effect the unused portion of the authorisation granted by the General Meeting of 5 November 2020 by its 18<sup>th</sup> resolution;
  2. **Authorises** the Board of Directors, with the option of sub-delegation under the legal and regulatory conditions, to reduce the share capital by cancelling all or part of the Company's shares that it may hold under the share buyback programme authorised by the 20<sup>th</sup> resolution of this Meeting, or other share buyback programmes authorised prior or after the date of this Meeting, on one or more occasions, up to a limit of 10% of the Company's share capital (adjusted, where applicable, under transactions affecting the share capital after the date of this Meeting) per twenty-four (24) month period;
  3. **Resolves** that the excess of the purchase price of the ordinary shares over their nominal value shall be charged to "Share premium" or to any available reserve account;
  4. **Grants** all powers to the Board of Directors to carry out the capital reduction resulting from the cancellation of the shares and the aforementioned allocation, in particular to determine the final amount of the capital reduction, to set the terms and conditions thereof, to record the completion thereof and to amend the Articles of Incorporation accordingly;
  5. **Grants** the Board of Directors full powers, with the option of sub-delegation under the legal and regulatory conditions, to carry out all formalities, procedures and declarations with the AMF or any other authority and, in general, to do all that is materially necessary;
  6. **Acknowledges** that the Board of Directors, should it make use of this authorisation, will report to the next Ordinary General Meeting on the transactions carried out under it, under the legal and regulatory provisions in force;
  7. **Decides** that this authorisation is granted to the Board of Directors for a maximum period of eighteen (18) months from the date of this Meeting.
10. **Delegations to the Board of Directors to increase the share capital (22<sup>nd</sup> to 31<sup>st</sup> resolutions)**

#### **EXPLANATORY STATEMENT**

*In the 22<sup>nd</sup> to 31<sup>st</sup> resolutions, the Board of Directors proposes that you renew, for a maximum period of twenty-six (26) months from the date of this General Meeting, the authorisations or delegations of authority allowing it to increase the capital, whether immediate or deferred, by issuing ordinary shares and/or securities giving access to the Company's capital.*

*The purpose of these resolutions is to provide the Company with a certain financial flexibility in the implementation of capital increases for the realisation of a certain number of operations that may take place on the Company's capital and thus to be able to seize any opportunity that the financial markets may offer. These new delegations would terminate, for their unused portion, and replace the delegations previously granted by the Meeting of 7 November 2019, and by the Meeting of 5 November 2020, having the same purpose.*

*The Board of Directors proposes, in the interest of the shareholders, to expressly provide for the suspension during a public offer period of the delegations and authorisations granted to the Board to increase the share capital under the 22<sup>nd</sup> to 30<sup>th</sup> resolutions. The Board specifies that this suspension is not proposed for the delegation of authority granted within the framework of the long-term incentive policy for employees and corporate officers under the 31<sup>st</sup> resolution insofar as this is a common mechanism for remunerating employees and corporate officers, and the amount of which is not likely to influence the course or outcome of an offer.*



Resolution No.	Authorisations granted at the Meeting	Duration/expiry date of the delegation	Maximum nominal amount/Cap applicable for each resolution	Overall cap common to several resolutions	Sub-cap common to several resolutions
26	<p><b>Setting the issue price within the limit of 10% of the capital per year</b></p> <p><i>This delegation would allow the Board of Directors, for capital increases carried out without PSR<sup>1</sup> for a limited amount, to have greater flexibility in setting the issue price and thus optimise the chances of success of the operation.</i></p>	<p><b>Maximum 26 months</b> from the GA of 04 Nov 2021</p> <p>04 Jan. 24</p>	<p><b>10% of the capital</b> per 12-month period</p>	NA	NA
27	<p><b>Increase in the number of shares to be issued in the event of a capital increase with maintenance or cancellation of PSR</b></p> <p><i>The Board of Directors requests an authorization to increase the amount of an initial capital increase, carried out with maintenance or cancellation of the PSR according to the 23th to 25th resolutions, when it notes that there is an excess demand for subscriptions under the conditions laid down by law. This option would be granted within the limit of 15% of the amount of the initial issue and at the same price as that retained for the initial issue.</i></p>	<p><b>Maximum 26 months</b> from the GA of 04 Nov 2021</p> <p>04 Jan. 24</p>	<p><b>15%</b> of the amount of the initial issue and at the same price as that retained for the initial issue</p>	NA	NA
Resolution No.	Delegations of authority to the Board to issue ordinary shares	Duration and expiration/expiry date of the delegation	Maximum nominal amount/Cap applicable for each resolution	Overall cap common to several resolutions	Sub-cap common to several resolutions
22	<p><b>Increase in share capital by incorporation of reserves, profits, bonuses or others</b></p> <p><i>The capital increases likely to result from this resolution could be realised, at the discretion of the Board of Directors, either by the free allocation of new shares or by increasing the nominal value of the existing shares.</i></p> <p><i>In the event of a capital increase through the allocation of free shares, the Board of Directors could decide that fractional rights would not be negotiable or transferable and that the corresponding shares would be sold, with the proceeds of the sale being allocated to the holders of the rights under the legal conditions.</i></p>	<p><b>Maximum 26 months</b> from the GA of 04 Nov 2021</p> <p>04 Jan. 24</p>	<p><b>Ordinary shares:</b> €44 million (independent cap)</p> <p><b>Securities:</b> NA</p>	NA: Cap is set autonomously and distinctly from the other resolutions	NA: Cap is set autonomously and distinctly from the other resolutions
23	<p><b>Issue of ordinary shares of the Company giving immediate or future access to ordinary shares of the Company with retention of PSR to shareholders</b></p> <p><i>The PSR gives all shareholders the right to subscribe for the share capital increase in proportion to their interest.</i></p> <p><i>In the event of an issue of securities giving deferred access to new shares, the decision would entail waiver by the shareholders of the right to subscribe for the shares liable to be obtained from the securities initially issued for which preferential rights are maintained.</i></p>	<p><b>Maximum 26 months</b> from the GA of 04 Nov 2021</p> <p>04 Jan. 24</p>	<p><b>Ordinary shares:</b> €44 million</p> <p><b>Securities:</b> €1bn</p>	<p><b>Overall cap</b></p> <p><b>Ordinary shares:</b> €44 million</p> <p><b>Securities:</b> €1bn</p>	

<sup>1</sup> PSR: preferential subscription rights

24	<p><b>Issuance of ordinary shares of the Company with the cancellation of the PSR in the context of a public offering</b></p> <p><i>The securities issued would be offered within the framework of a public offering with the cancellation of the preferential subscription right, it being specified that the Board of Directors could institute, in favour of the holders of ordinary shares, a priority right, irreducibly and, where applicable, reducibly, on all or part of the issue, for a period which, under the legal and regulatory provisions currently in force, could not be less than three (3) stock market days.</i></p> <p><i>The price of the ordinary shares shall be at least equal to the minimum amount provided for by the laws and regulations in force at the time of the implementation of this resolution, which currently provide for a price at least equal to the weighted average of the prices of the last three (3) stock market sessions before its determination, possibly reduced by a maximum discount of 10% after correction, if necessary, of this amount to take into account the difference in dividend date.</i></p> <p><i>For the securities, the price should be such that the amount received immediately by the Company, plus, if applicable, the amount that may be received subsequently by the Company, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the amount of the issue price of the ordinary shares, determined under the preceding paragraph, after correction, if applicable, of this amount to take into account the difference in the date of entitlement to dividends.</i></p>	<p><b>Maximum 26 months</b> from the GA of 04 Nov 2021</p> <p>04 Jan. 24</p>	<p><b>Ordinary shares:</b> €22 million</p> <p><b>Securities:</b> €1bn</p>		
25	<p><b>Issuance of ordinary shares of the Company with the cancellation of the PSR in the context of a public offering addressed exclusively to qualified investors</b></p> <p><i>With this resolution the Board of Directors may reserve the issue of issue ordinary shares and/or securities exclusively at qualified investors or a restricted circle of investors, under the same conditions described above under the 24th resolution.</i></p> <p><i>In the interest of the shareholders, the Board of Directors proposes to expressly provide for the suspension during a public offer period.</i></p>	<p><b>Maximum 26 months</b> from the GA of 04 Nov 2021</p> <p>04 Jan. 24</p>	<p><b>Ordinary shares:</b> €22 million</p> <p><b>Securities:</b> €1bn</p>	<p><b>Overall cap</b></p> <p><b>Ordinary shares:</b> €44 million</p> <p><b>Securities:</b> €1bn</p>	<p><b>Sub-cap</b></p> <p><b>Ordinary shares:</b> €22 million</p>
28	<p><b>Issuance of ordinary shares of the Company with the cancellation of the PSR in the event of a public exchange offer initiated by the Company</b></p> <p><i>The Board of Directors proposes that you grant it a delegation of authority, with the cancellation of the PSR, to issue ordinary shares and/or securities giving access to ordinary shares of the Company, in France or abroad, with a view to remunerating securities contributed to a public exchange or mixed offer initiated by the Company for the securities of another company admitted to trading on a regulated market, under the conditions and subject to the reservations set out in Article L. 22-10-54 of the French Commercial Code.</i></p>	<p><b>Maximum 26 months</b> from the GA of 04 Nov 2021</p> <p>04 Jan. 24</p>	<p><b>Ordinary shares:</b> €22 million</p> <p><b>Securities:</b> €1bn</p>		
29	<p><b>Issuance of ordinary shares of the Company with the cancellation of the PSR, in remuneration of contributions in-kind within the limit of 10% of the share capital of the Company, except in the case of a public exchange offer initiated by the Company</b></p> <p><i>This resolution authorises the Board of Directors to issue ordinary shares of the Company, with a view to remunerating contributions granted to the Company and consisting of equity securities or securities giving access to the share capital, within the limit of a nominal amount of the capital increase which may not exceed 10% of the Company's share capital under the law.</i></p>	<p><b>Maximum 26 months</b> from the GA of 04 Nov 2021</p> <p>04 Jan. 24</p>	<p><b>Ordinary shares:</b> 10 % of the share capital</p> <p><b>Securities:</b> €1bn</p>		

30	<p><b>Issuance of ordinary shares of the Company with the cancellation of the PSR, as a result of the issue by the Company's subsidiaries of securities giving access to ordinary shares of the Company</b></p> <p><i>This decision to issue ordinary shares of the Company with the cancellation of the PSR, as a result of the issue by the Company's subsidiaries of securities giving access to ordinary shares of the Company would entail (i) express authorisation by the General Meeting of the capital increase(s) resulting from this delegation of authority, and (ii) waiver by the shareholders of their PSR to the ordinary shares of the Company to which the securities issued by the subsidiaries may entitle them, it being specified that the shareholders of the Company would not have a PSR to these securities.</i></p> <p><i>The issuance of such securities would be decided by the Extraordinary General Meeting of the shareholders of the relevant subsidiary or, as the case may be, by the Board of Directors of the relevant subsidiary upon delegation of authority by the Extraordinary General Meeting of the said subsidiary, with the approval of the Board of Directors of the Company, and the issuance of ordinary shares of the Company to which such securities would entitle the holder would be decided concurrently by the Board of Directors based on the present authorisation.</i></p>	<p><b>Maximum 26 months</b> from the GA of 04 Nov 2021</p> <p>04 Jan. 24</p>	<p><b>Ordinary shares:</b> €22 million</p> <p><b>Securities:</b> €1bn</p>	<p><b>Overall cap</b></p> <p><b>Ordinary shares:</b> €44 million</p> <p><b>Securities:</b> €1bn</p>	<p><b>Sub-cap</b></p> <p><b>Ordinary shares:</b> €22 million</p>
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**Twenty-second resolution – Delegation of authority to the Board of Directors to increase the share capital by capitalisation of reserves, profits, bonuses or other amounts whose capitalisation would be permitted**

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having taken note of the report of the Board of Directors, noting that the share capital has been fully paid up and voting under the legal provisions in force, and in particular those of Articles L. 225-129-2 and L. 22-10-50 of the French Commercial Code:

1. **Terminates** with immediate effect, the unused portion of the delegation granted by the General Meeting of 7 November 2019 by its 16<sup>th</sup> resolution;
2. **Delegates** to the Board of Directors its power to decide to increase the share capital, with the option of sub-delegation under the legal and regulatory conditions, on one or more occasions, at the times and on the terms it shall determine and in the proportions it shall determine, by incorporation into the capital of reserves, profits, premiums or any other sums the capitalisation of which shall be legally and statutorily permissible, in the form of a free allocation of shares or an increase in the par value of the existing shares, or by a combination of these two methods;
3. **Decides** that the **cap on the nominal amount** of the capital increase, whether immediate or deferred, resulting from all of the issues carried out under this delegation is set at **44 million euros**, it being specified that this amount is set autonomously and separately from the Overall Cap on Capital Increases referred to and defined in the 23<sup>rd</sup> resolution. It is specified that to this amount shall be added, where applicable, the nominal amount of additional shares to be issued to preserve the rights of the holders of securities or other rights giving access to the capital, under the applicable legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment;
4. **Grants** the Board of Directors full powers, with the option of sub-delegation under the legal and regulatory conditions, to implement this delegation, in particular for the following purposes:
  - to determine all the terms and conditions of the authorised operations and, in particular, to determine the amount and nature of the reserves and bonuses to be incorporated into the capital, to determine the number of new shares to be issued in euros, or the amount by which the par value of the existing shares making up the capital will be increased, to determine the date, even retroactively, as from which the new shares will carry dividend rights or the date on which the increase in the par value will take effect, and proceed, where applicable, with all deductions from the issue premiums, and, in particular, those of the expenses incurred by the realisation of the issues,

- to decide that, under the provisions of Article L. 22-10-50 of the French Commercial Code, fractional rights will not be negotiable or transferable and that the corresponding shares will be sold; the sums from the sale will be allocated to the holders of the rights under the conditions provided for by the law and regulations,
  - to take all measures to protect the rights of holders of securities giving access to the Company's capital under legal and regulatory provisions, as well as contractual stipulations, and,
  - to take all necessary measures for the realisation of the issues and, if necessary, to postpone them, to conclude all agreements and, more generally, to do all that is necessary to ensure the successful completion of the planned issues, to record the capital increase(s) resulting from any issue carried out by the use of this delegation and to amend the Articles of Incorporation accordingly;
5. **Acknowledges** that the Board of Directors, should it make use of this delegation, will report to the next ordinary general meeting on the transactions carried out under it, under the legal and regulatory provisions in force;
  6. **Decides** that this delegation is granted for a maximum period of twenty-six (26) months from the date of this Meeting.
  7. **Decides** that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation as from the filing by a third party of a draft public offer for the company's securities until the end of the offer period.

**Twenty-third resolution – Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future access to ordinary shares of the Company, with preferential subscription rights for shareholders**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, noting that the share capital has been fully paid up and voting under the provisions of the law, and in particular Articles L. 225-129-2, L. 225-132 to L. 225-134, L. 228-91 and L. 228-92 of the French Commercial Code:

1. **Terminates** with immediate effect, the unused portion of the delegation granted by the General Meeting of 7 November 2019 by its 17<sup>th</sup> resolution;
2. **Delegates** to the Board of Directors, its power to decide on the issue, on one or more occasions, with the option of sub-delegation under the legal and regulatory conditions, at the time or times it shall determine and in the proportions it shall determine, in France and/or abroad, with the maintenance of the shareholders' preferential subscription right, of ordinary shares of the Company and/or securities giving access by any means, immediately and/or in the future, at any time or on a fixed date, to ordinary shares to be issued by the Company, which may be subscribed for either in cash or by offsetting debts; the shares to be issued will confer the same rights as the old shares, subject to their dividend date;
3. **Decides** that issues of preference shares and securities giving access to preference shares are expressly excluded under this delegation;
4. **Decides** that the nominal amount of the share capital increases that may be carried out immediately and/or in the future according to this delegation may not exceed **a nominal cap of 44 million euros** and shall be deducted from the overall nominal cap for all capital increases that may result from this resolution and the 24<sup>th</sup> and 25<sup>th</sup>, 28<sup>th</sup> to 31<sup>th</sup> resolutions submitted to this Meeting, which amounts to and may not exceed 44 million euros (the "**Overall Cap on Capital Increase Cap**"). It is specified that to each of these two amounts shall be added, as necessary, the nominal amount of additional shares to be issued to preserve the rights of the holders of securities or other rights giving access to the capital, under the applicable legal and regulatory provisions and, as necessary, the contractual stipulations providing for other cases of adjustment;
5. **Decides** that the securities giving access to the Company's capital issued under this resolution may, in particular, consist of share warrants or debt securities or be associated with the issue of such securities, or allow their issue as intermediate securities; they may take the form of

subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in foreign currencies, or in any monetary unit established with reference to several currencies; the nominal amount of the debt securities that may be issued according to this delegation may not exceed **a nominal cap of one (1) billion euros** or their equivalent value in euros on the date of the issuance decision and shall be deducted from the overall nominal cap for all debt securities that may be issued according to this resolution and the 24<sup>th</sup> and 25<sup>th</sup> resolutions, 28<sup>th</sup> and 29<sup>th</sup> submitted to this Meeting, which amounts to and may not exceed one (1) billion euros (the “**Overall Cap on Debt Securities Issues**”); it is independent of the amount of debt securities whose issue would be decided or authorised by the Board of Directors under Articles L. 228-40, L. 228-92 last paragraph and L. 228-93 last paragraph of the French Commercial Code or under the conditions referred to in Article L. 228-36-A of the French Commercial Code;

6. **Decides** to authorise the Board of Directors to take all necessary measures to preserve the rights of holders of securities giving access to the capital or other rights giving access to the capital in circulation on the date of implementation of this delegation;
7. **Acknowledges** that the shareholders will be able to exercise their preferential subscription right irreducibly to the ordinary shares of the Company and to the securities giving access to the share capital of the Company which would be issued under this resolution, under the conditions provided for by law; in addition, the Board of Directors shall have the right to grant shareholders of the Company a preferential subscription right reducibly, which they may exercise in proportion to the subscription rights they hold and, in any event, within the limit of their demand;
8. **Acknowledges** that if the irreducible subscriptions and, if applicable, reducible subscriptions, have not absorbed the totality of an issue of ordinary shares of the Company or securities giving access to the capital of the Company, the Board of Directors may use one or other of the following options in the order it deems appropriate:
  - limit the issue to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the issue decided,
  - freely distribute all or part of the unsubscribed securities,
  - offer all or part of the unsubscribed securities to the public, on the French market or abroad, or offer the securities by way of private investment in France or outside France;
9. **Acknowledges** that, under the provisions of Article L. 225-132 of the French Commercial Code, this resolution entails the waiver by the Company's shareholders of their preferential subscription rights to the ordinary shares to which the securities issued based on this delegation may entitle them, in favour of the holders of securities issued according to this resolution;
10. **Decides** that the issues of warrants to subscribe for shares in the Company may be carried out by subscription offer, but also by free allocation to the owners of existing shares, and that in the event of free allocation of warrants to subscribe for shares, the Board of Directors shall have the power to decide that the allocation rights forming fractional shares shall not be negotiable and that the corresponding securities shall be sold;
11. **Decides** that the price of the securities giving access to the share capital of the Company shall be such that the amount received immediately, plus, if applicable, the amount that may be received subsequently, shall be, for each ordinary share of the Company issued within the framework of this delegation, at least equal to the nominal value of the ordinary share of the Company on the date of issue of the said securities;
12. **Grants** the Board of Directors all powers, with the option of sub-delegation under the legal and regulatory conditions, to implement this delegation and, in particular, to:
  - determine the amounts, dates and terms of the issues and the form and characteristics of the securities to be created,
  - determine the conditions and prices of the issues, the terms of access to the Company's capital (the Board of Directors may, in particular, decide to issue securities giving future access to existing shares and/or shares to be issued), set the amounts to be issued in euros, in a foreign currency or in units of account determined by reference to several currencies, as the case may be, and in compliance with the legislation in force,

- decide, in the event of the issue of debt securities, whether they are subordinated or not, to set their fixed and/or variable interest rate or with capitalisation, the currency of the issue, their duration, the fixed or variable redemption price, with or without a premium, the terms of amortisation according to market conditions and the conditions under which these securities will give the right to shares in the Company, it being specified that these securities may also be the subject of repurchases on the stock market, or of a purchase or exchange offer by the Company,
  - determine the date on which the securities to be issued will take effect, with or without retroactive effect, and, if applicable, the conditions for their redemption,
  - suspend, if necessary, the exercise of share allotment rights attached to existing securities for a period which may not exceed three (3) months,
  - set the terms and conditions according to which the rights of holders of securities and other rights giving access to the share capital will be preserved, where applicable, under the legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment,
  - if necessary, make any deductions from the issue premium(s), in particular for expenses incurred in connection with the issues,
  - take all necessary measures for the realisation of the issues and, if necessary, postpone them, conclude all agreements and, more generally, do all that is necessary to ensure the successful completion of the planned issues, to record the capital increase(s) resulting from any issue carried out by the use of this delegation and to amend the Articles of Incorporation accordingly;
- 13. Acknowledges** that the Board of Directors, should it make use of this delegation, will report to the next ordinary general meeting on the transactions carried out under it, under the legal and regulatory provisions in force;
- 14. Decides** that this delegation is granted to the Board of Directors for a maximum period of twenty-six (26) months from the date of this Meeting;
- 15. Decides** that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer for the company's securities until the end of the offer period.

**Twenty-fourth resolution – Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future access to ordinary shares of the Company, without shareholders' preferential subscription rights, in the context of a public offering (other than the one specified in 1° of the article L. 411-2of the French Monetary and Financial Code)**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, noting that the share capital has been fully paid up and voting under the legal provisions in force, in particular those of Articles L. 225-129-2, L. 22-10-51, L. 22-10-52, L. 228-91 and L. 228-92 of the French Commercial Code:

- 1. Terminates** with immediate effect, the unused portion of the delegation granted by the General Meeting of 7 November 2019 by its 18<sup>th</sup> resolution;
- 2. Delegates** to the Board of Directors, with the option of sub-delegation under the legal and regulatory conditions, its power to decide on the issue, with the cancellation of the shareholders' preferential subscription rights, within the framework of a public offering (other than the one specified in 1° of the article L. 411-2 of the French Monetary and Financial Code), on one or more occasions, at the time or times it shall determine and in the proportions it shall determine, in France and/or abroad, of ordinary shares of the Company and/or securities giving access by any means, immediately and/or in the future, at any time or on a fixed date, to ordinary shares to be issued by the Company, which may be subscribed for either in cash or by offsetting debts; the shares to be issued will confer the same rights as the old shares, subject to their dividend date;
- 3. Decides** that issues of preference shares and securities giving access to preference shares are expressly excluded under this delegation;

4. **Decides** that the nominal amount of the share capital increases that may be carried out immediately and/or in the future according to this delegation may not exceed **a nominal cap of 22 million euros**, to be deducted from the overall nominal sub-ceiling for capital increases with the cancellation of preferential subscription rights that may result from this resolution and the 25<sup>th</sup>, 28<sup>th</sup> to 31<sup>st</sup> resolutions submitted to this Meeting, which amounts to and may not exceed 22 million euros (the “**Sub-Cap on Capital Increases without Preferential Subscription Rights**”) and shall be deducted from the Overall Cap on Capital Increases. It is specified that to these amounts shall be added, as necessary, to the nominal amount of additional shares to be issued to preserve, under the applicable legal and regulatory provisions and, as necessary, contractual stipulations providing for other cases of adjustment, the rights of the holders of securities or other rights giving access to the capital;
5. **Decides** that the securities giving access to the Company's capital thus issued under this resolution may, in particular, consist of share warrants or debt securities or be associated with the issue of such securities, or allow their issue as intermediate securities; they may take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in foreign currencies, or in any monetary unit established with reference to several currencies; the nominal amount of the debt securities that may be issued may not exceed **a cap of one (1) billion euros** or its equivalent in euros on the date of the issuance decision and will be deducted from the Overall Cap on Debt Security Issuance ; it is independent of the amount of debt securities whose issue would be decided or authorised by the Board of Directors under Articles L. 228-40, L. 228-92 last paragraph and L. 228-93 last paragraph of the French Commercial Code or under the conditions referred to in Article L. 228-36-A of the French Commercial Code;
6. **Decides** to cancel the shareholders' preferential subscription rights to the ordinary shares of the Company or to the securities giving access to the share capital of the Company issued under this resolution and to offer these securities within the framework of a public offering; the Board of Directors may, however, under legal and regulatory provisions, grant the Company's shareholders an irreducible and, where applicable, reducible priority right, on all or part of the issue, during the period and under the conditions that it shall determine, and which must be exercised in proportion to the number of ordinary shares of the Company by each holder of the Company's ordinary shares; this priority right will not give rise to the creation of negotiable rights;
7. **Decides** that if the subscriptions have not absorbed the entire issue of ordinary shares or securities giving access to the Company's capital, the Board of Directors may use one or other of the following options in the order it deems appropriate,
  - limit the issue to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the issue decided,
  - freely distribute all or part of the unsubscribed securities,
  - offer all or part of the unsubscribed securities to the public;
8. **Acknowledges** that this resolution entails the waiver by the Company's shareholders of their preferential subscription rights to the ordinary shares to which the securities issued based on this delegation may entitle them;
9. **Decides** that:
  - the price of the ordinary shares of the Company shall be at least equal to the minimum amount provided for by the laws and regulations in force at the time of the implementation of this delegation, after correction, if necessary, of this amount to take account of the difference in dividend date,
  - the price of the securities giving access to the Company's capital shall be such that the amount received immediately, plus, if applicable, the amount that may be received subsequently, is, for each ordinary share of the Company issued as a result of the issue of these securities, at least equal to the minimum price defined in the preceding paragraph after correction, if applicable, of this amount to take into account the difference in the dividend date;
10. **Acknowledges** that the issue(s) authorised by this resolution may be decided concurrently with an issue(s) decided under the 25<sup>th</sup> resolution;

11. **Grants** the Board of Directors all powers, with the option of sub-delegation under legal and regulatory conditions, to implement this delegation and, in particular, to:
- determine the amounts, dates and terms of the issues and the form and characteristics of the securities to be created,
  - determine the conditions and prices of the issues, the terms of access to the Company's capital (the Board of Directors may, in particular, decide to issue securities giving future access to existing shares and/or shares to be issued), set the amounts to be issued in euros, in foreign currency or in units of account fixed by reference to several currencies, as necessary and in compliance with the legislation in force,
  - decide, in the event of the issue of debt securities, whether they are subordinated or not, to set their fixed and/or variable interest rate or with capitalisation, the currency of the issue, their duration, the fixed or variable redemption price, with or without a premium, the terms of amortisation according to market conditions and the conditions under which these securities will give the right to shares in the Company, it being specified that these securities may also be the subject of repurchases on the stock market, or of a purchase or exchange offer by the Company,
  - determine the date on which the securities to be issued will become effective, with or without retroactive effect, and, if applicable, the conditions for their redemption,
  - suspend, if necessary, the exercise of share allotment rights attached to existing securities for a period which may not exceed three (3) months,
  - set the terms and conditions according to which the rights of holders of securities or other rights giving access to the share capital will be preserved, where applicable, under the legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment,
  - if necessary, make any deductions from the issue premium(s), in particular for expenses incurred in connection with the issues,
  - take all necessary measures for the realisation of the issues and, if necessary, to postpone them, to enter into all agreements and, more generally, to do all that is necessary to ensure the successful completion of the envisaged issues, to record the capital increase(s) resulting from any issue carried out by the use of this delegation and to amend the Articles of Incorporation accordingly;
12. **Acknowledges** that the Board of Directors, should it make use of this delegation, will report to the next ordinary general meeting on the transactions carried out under it, under the legal and regulatory provisions in force;
13. **Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months from the date of this General Meeting;
14. **Decides** that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer for the company's securities until the end of the offer period.

**Twenty-fifth resolution - Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future access to ordinary shares of the Company, without shareholders' preferential subscription rights, in the context of a public offering referred to in 1 of Article L. 411-2 of the French Monetary and Financial Code, aimed exclusively at qualified investors and/or a limited circle of investors**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, noting that the share capital is fully paid up and voting under the legal provisions in force, in particular those of Articles L. 225-127, L. 225-128, L. 225-129, L. 225-129-2, L. 22-10-51, L. 22-10-52, L. 228-91 and L. 228-92 of the French Commercial Code and 1 of Article L. 411-2 of the French Monetary and Financial Code,



1. **Terminates**, with immediate effect, the unused portion of the delegation granted by the General Meeting of 5 November 2020 in its 19<sup>th</sup> resolution;
2. **Delegates** to the Board of Directors, its power to decide on the issue with the option of sub-delegation under the legal and regulatory conditions, with the cancellation of the shareholders' preferential subscription right, within the framework of a public offer mentioned in 1 of Article L. 411-2 of the French Monetary and Financial Code, i.e. an offer exclusively to a limited circle of investors acting on their own behalf or to qualified investors, on one or more occasions, at such time or times and in such proportions as it shall determine, in France and/or abroad, ordinary shares of the Company and/or securities giving access by any means, immediately and/or in the future, at any time or on a fixed date, to ordinary shares to be issued by the Company, which may be subscribed for either in cash or by offsetting debts; the shares to be issued will confer the same rights as the old shares, subject to their dividend date;
3. **Decides** that issues of preference shares and securities giving access to preference shares are expressly excluded under this delegation;
4. **Decides** that the nominal amount of the share capital increases that may be carried out immediately and/or in the future according to this delegation may not exceed **a nominal cap of 22 million euros** or the equivalent value of this amount in euros, it being specified that this amount shall be deducted from the Sub-Cap on Capital Increases with the Waiver of Preferential Subscription Rights and from the Overall Cap on Capital Increases. It is specified that to these amounts shall be added, as necessary, the nominal amount of additional shares to be issued to preserve, under the applicable legal and regulatory provisions and, as necessary, contractual stipulations providing for other cases of adjustment, the rights of the holders of securities or other rights giving access to the capital;
5. **Decides** that the securities giving access to the Company's capital thus issued under this resolution may, in particular, consist of share warrants or debt securities or be associated with the issue of such securities, or allow their issue as intermediate securities; they may take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in foreign currencies, or in any monetary unit established with reference to several currencies; the nominal amount of debt securities that may be issued according to this delegation may not exceed **a nominal cap of one (1) billion euros** or their equivalent value in euros on the date of the decision to issue, it being specified that this amount shall be deducted from the Overall Cap on Issues of Debt Securities; it is independent of the amount of debt securities whose issue would be decided or authorised by the Board of Directors under Articles L. 228-40, L. 228-92 last paragraph and L. 228-93 last paragraph of the French Commercial Code or under the conditions referred to in Article L. 228-36-A of the French Commercial Code;
6. **Decides** to cancel the shareholders' preferential subscription rights to the ordinary shares of the Company or to the securities giving access to the share capital of the Company issued under this resolution and to offer these securities within the framework of a public offering mentioned in 1 of Article L. 411-2 of the French Monetary and Financial Code under the conditions and within the maximum legal limits provided for by the laws and regulations;
7. **Decides** that if the subscriptions have not absorbed the totality of an issue of ordinary shares of the Company or of securities giving access to the share capital of the Company, the Board of Directors may use one or other of the following options, in the order it deems appropriate:
  - limit the issue to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the issue decided,
  - freely distribute all or part of the unsubscribed securities;
8. **Acknowledges** that this resolution entails the waiver by the Company's shareholders of their preferential subscription rights to the ordinary shares to which the securities issued based on this delegation may entitle them;
9. **Decides** that:
  - the issue price of the ordinary shares of the Company shall be at least equal to the minimum amount provided for by the laws and regulations in force at the time of the implementation of this delegation, i.e., as of the date hereof, the weighted average of the stock market prices of the last three stock market sessions preceding the beginning of the public offering as defined by Regulation (EU) No. 2017/1129 of 14 June 2017, possibly reduced by a maximum discount

of 10%, after correction, if applicable, of this amount to take into account the difference in the date of dividend entitlement,

- the issue price of the securities giving access to the Company's capital shall be such that the amount received immediately, plus any amount that may be received subsequently, shall be, for each ordinary share of the Company issued as a result of the issue of such securities, at least equal to the minimum price defined in the preceding paragraph, after correction, if necessary, of this amount to take account of the difference in the date of dividend entitlement;
- 10. Acknowledges** that the issue(s) authorised by this resolution may be decided concurrently with an issue or the issues decided under the 24<sup>th</sup> resolution;
- 11. Grants** the Board of Directors powers, with the option of sub-delegation under the legal and regulatory conditions, to implement this delegation and in particular to:
- determine the amounts, dates and terms of the issues and the form and characteristics of any issue and the securities issued,
  - determine the conditions and subscription price, the terms of access to the Company's capital (the Board of Directors may, in particular, decide to issue securities giving future access to existing shares and/or shares to be issued), set the amounts to be issued in euros, in a foreign currency or in units of account determined by reference to several currencies, as the case may be, and in compliance with the legislation in force,
  - decide, in the event of the issue of debt securities, whether they are subordinated or not, to set their fixed and/or variable interest rate or with capitalisation, the currency of the issue, their duration, the fixed or variable redemption price, with or without a premium, the terms of amortisation according to market conditions and the conditions under which these securities will give the right to shares in the Company, it being specified that these securities may also be the subject of repurchases on the stock market, or of a purchase or exchange offer by the Company,
  - determine the date on which the securities to be issued will become effective, with or without retroactive effect, and, if applicable, the conditions for their redemption,
  - suspend, if necessary, the exercise of share allocation rights attached to existing securities for a period not exceeding three months,
  - set the terms and conditions according to which the rights of holders of securities or other rights giving access to the share capital will be preserved, where applicable, under the legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment,
  - if necessary, make any deductions from the issue premium(s), in particular for expenses incurred in connection with the issues,
  - take all necessary measures for the realisation of the issues and, if necessary, postpone them, conclude all agreements and, more generally, do all that is necessary to ensure the successful completion of the envisaged issues, record the capital increase(s) resulting from any issue carried out under this delegation, take all measures and decisions and carry out all formalities useful for the issue, listing and financial servicing of the securities issued under this delegation and amend the Articles of Incorporation accordingly;
- 12. Acknowledges** that the Board of Directors, should it make use of this delegation, will report to the next ordinary general meeting on the transactions carried out under it, under the legal and regulatory provisions in force;
- 13. Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months from the date of this General Meeting;
- 14. Decides** that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer for the company's securities until the end of the offer period.

**Twenty-sixth resolution - Authorisation to the Board of Directors in the event of the issue of ordinary shares and/or securities giving access by any means, immediately or in the future, to ordinary shares to be issued by the Company, without preferential subscription rights, to set the issue price under the terms and conditions set by the General Meeting, up to a limit of 10% of the capital per year**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors and voting under the provisions of Article L. 22-10-52 of the Commercial Code:

1. **Terminates**, with immediate effect, the unused portion of the delegation granted by the General Meeting of 7 November 2019 in its 20<sup>th</sup> resolution;
2. **Authorises** the Board of Directors, within the limit of 10% of the Company's share capital (as it exists on the date of this General Meeting) per twelve (12) month period, in the event of (i) the issue of ordinary shares and/or securities giving access by any means, immediately and/or in the future to ordinary shares to be issued by the Company, without preferential subscription rights, under the conditions set out in the 24<sup>th</sup> and 25<sup>th</sup> resolutions, or (ii) the issue of ordinary shares, without preferential subscription rights, as a result of the issue by the Company's subsidiaries of securities giving access by any means immediately and/or in the future, to ordinary shares of the Company under the conditions set out in the 30<sup>th</sup> resolution, to exempt, under the conditions for determining the price and to set the issue price at an amount that shall be at least equal to, at the Board of Directors' discretion (a) the volume-weighted average price of the share during the trading session preceding the setting of the issue price or (b) the volume-weighted average price of the share during the trading session at the time the issue price is set, in both cases, possibly reduced by a maximum deduction of 10%.

It is specified that this limit of 10% of the share capital per twelve (12) month period is common to the issues implemented under the 24<sup>th</sup>, 25<sup>th</sup> and 30<sup>th</sup> resolutions submitted to this General Meeting.

For equity securities to be issued on a deferred basis, the issue price must be such that the amount received immediately by the Company, plus the amount that may be received subsequently by the Company, is, for each share, at least equal to the amounts mentioned above.

3. **Acknowledges** that the Board of Directors, should it make use of this authorisation, will report to the next Ordinary General Meeting on the transactions carried out under it, under the legal and regulatory provisions in force;
4. **Decides** that this authorisation is granted to the Board of Directors for a maximum period of twenty-six (26) months from the date of this General Meeting;
5. **Decides** that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this authorisation as from the filing by a third party of a draft public offer for the company's shares until the end of the offer period.

**Twenty-seventh resolution - Authorisation to the Board of Directors to increase the number of shares to be issued in the event of an increase in the share capital with maintenance or cancellation of the preferential subscription right, decided according to the 23<sup>rd</sup> to 25<sup>th</sup> resolutions**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, noting that the share capital has been fully paid up and voting under the legal and regulatory provisions in force, in particular, those of Articles L. 225-135-1 and R. 225-118 of the Commercial Code:

1. **Terminates**, with immediate effect, the authorisation granted by the General Meeting of 7 November 2019 in its 21<sup>st</sup> resolution;
2. **Authorises** the Board of Directors to decide, within thirty (30) days of the closing of the subscription to the initial issue, for each of the issues decided according to the 23<sup>rd</sup> to 25<sup>th</sup> resolutions of this General Meeting, to increase the number of securities to be issued, up to a limit of 15% of the initial issue, subject to compliance with the cap provided for in the resolution according to which the issue is decided, and at the same price as that used for the initial issue;

3. **Authorises** the Board of Directors to sub-delegate, under the conditions provided for by law and within the limits it has previously set;
4. **Acknowledges** that the Board of Directors, should it make use of this authorisation, will report to the next Ordinary General Meeting on the transactions carried out under it, under the legal and regulatory provisions in force;
5. **Decides** that this authorisation is granted to the Board of Directors for a period of twenty-six (26) months from the date of this General Meeting;
6. **Decides** that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this authorisation as from the filing by a third party of a draft public offer for the company's shares until the end of the offer period.

**Twenty-eighth resolution - Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future access to ordinary shares of the Company, without preferential subscription rights, in the event of a public exchange offer initiated by the Company**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors and voting under the legal provisions in force, in particular those of Articles L. 225-129 to L. 225-129-6, L. 22-10-54 and L. 228-91 et seq. of the French Commercial Code:

1. **Terminates**, with immediate effect, the unused portion of the delegation granted by the General Meeting of 7 November 2019 in its 22<sup>nd</sup> resolution;
2. **Delegates** to the Board of Directors, with the option of sub-delegation under the legal and regulatory conditions, its competence to decide on the issue of ordinary shares of the Company and/or securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company, as consideration for securities tendered to a public exchange offer initiated in France and/or abroad, under local rules, by the Company for securities of a company whose shares are admitted to trading on a regulated market of a State party to the Agreement on the European Economic Area or a member of the Organisation for Economic Cooperation and Development;
3. **Decides**, insofar as necessary, to cancel the shareholders' preferential subscription right to these ordinary shares and/or securities to be issued in favour of the holders of these securities;
4. **Acknowledges** that this delegation entails the waiver by the shareholders of their preferential subscription rights to the ordinary shares to which the securities issued based this delegation may give entitlement;
5. **Decides** that the nominal amount of the capital increases that may be carried out immediately and/or in the future according to this delegation may not exceed **the nominal cap of 22 million euros** and shall be deducted from the Sub-Cap on Capital Increases with Waiver of Preferential Subscription Rights and from the Overall Cap on Capital Increases. It is specified that to these amounts shall be added, as necessary, to the nominal amount of additional shares to be issued to preserve, under the applicable legal and regulatory provisions and, as necessary, contractual stipulations providing for other cases of adjustment, the rights of the holders of securities or other rights giving access to the capital;
6. **Decides** that the securities giving access to the Company's capital thus issued under this resolution may, in particular, consist of share warrants or debt securities or be associated with the issue of such securities, or allow their issue as intermediate securities; they may take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in foreign currencies, or in any monetary unit established with reference to several currencies; the nominal amount of the debt securities that may be issued may not exceed **a cap of one (1) billion euros** or its equivalent in euros on the date of the issuance decision and will be deducted from the Overall Cap on Debt Security Issuance ; it is independent of the amount of debt securities whose issue would be decided or authorised by the Board of Directors under Articles L. 228-40, L. 228-92 last paragraph and L. 228-93 last paragraph of the French Commercial Code or under the conditions referred to in Article L. 228-36-A of the French Commercial Code;

7. **Grants** the Board of Directors all powers, with the option of sub-delegation under legal and regulatory conditions, to implement this delegation and in particular:
- to set the exchange ratio and, if applicable, the amount of the cash balance to be paid,
  - to record the number of shares contributed to the exchange,
  - to determine the dates, terms and conditions of issue, in particular, the price and dividend entitlement date, which may be retroactive, of the new ordinary shares, as well as, where applicable, those of the securities giving immediate and/or future access to the Company's ordinary shares,
  - to suspend, if necessary, the exercise of the rights attached to these securities for a maximum period of three (3) months under the conditions provided by the legal and regulatory provisions,
  - to take all necessary measures to protect the rights of holders of securities or other rights giving access to the capital, under the applicable legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment,
  - to record the difference between the issue price of the new ordinary shares and their nominal value on the liabilities side of the balance sheet in an "Additional paid-in capital" account, to which all shareholders' rights will be attached,
  - to proceed, if necessary, with the charging to the said "Contribution Premium" of all costs and duties incurred by the authorised operation,
  - to take all useful measures and conclude all agreements to successfully complete the authorised operation, record the resulting capital increase(s) and amend the Articles of Incorporation accordingly;
8. **Acknowledges** that the Board of Directors, should it make use of this delegation, will report to the next ordinary general meeting on the transactions carried out under it, under the legal and regulatory provisions in force;
9. **Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months from the date of this General Meeting;
10. **Decides** that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer for the company's securities until the end of the offer period.

**Twenty-ninth resolution - Delegation of powers to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving immediate or future access to ordinary shares of the Company, without preferential subscription rights, in consideration of contributions in-kind up to a limit of 10% of the Company's share capital, except in the case of a public exchange offer initiated by the Company**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, and voting under the legal provisions in force, in particular those of Articles L. 225-129 to L. 225-129-6, L. 22-10-53 and L. 228-91 et seq. of the French Commercial Code:

1. **Terminates**, with immediate effect, the unused portion of the delegation granted by the General Meeting of 7 November 2019 in its 23<sup>rd</sup> resolution;
2. **Delegates** to the Board of Directors, with the option of sub-delegation under the legal and regulatory conditions, all powers to decide, based on the report of the contribution auditor referred to in the 1<sup>st</sup> and 2<sup>nd</sup> paragraphs of Article L. 22-10-53 of the Commercial Code (subject to the provisions of Article L. 225-147-1 of the Commercial Code), to issue ordinary shares in the Company and/or securities giving access by any means, immediately and/or in the future, to shares in the Company to remunerate contributions in-kind granted to the Company and consisting of equity securities or securities giving access to the capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;

3. **Decides** that the nominal amount of the capital increases that may be carried out immediately and/or in the future according to this delegation is set at 10% of the Company's share capital (as it exists on the date of use by the Board of Directors of this delegation) and shall be deducted from the Sub-Cap on Capital Increases with the Waiver of Preferential Subscription Rights and from the Overall Cap on Capital Increases;
4. **Decides** that the securities giving access to the Company's capital thus issued under this resolution may, in particular, consist of share warrants or debt securities or be associated with the issue of such securities, or allow their issue as intermediate securities; they may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in foreign currencies, or in any monetary unit established with reference to several currencies; the nominal amount of the debt securities that may be issued may not exceed **a cap of one (1) billion euros** or its equivalent in euros on the date of the issuance decision and will be deducted from the Overall Cap on Debt Security Issuance ; it is independent of the amount of debt securities whose issue would be decided or authorised by the Board of Directors under Articles L. 228-40, L. 228-92 last paragraph and L. 228-93 last paragraph of the French Commercial Code or under the conditions referred to in Article L. 228-36-A of the French Commercial Code;
5. **Decides**, insofar as necessary, to cancel, the preferential subscription right of the shareholders to the ordinary shares and securities thus issued in favour of the holders of the equity securities or securities, which are the subject of the contributions in-kind;
6. **Acknowledges** that this delegation entails the waiver by the shareholders of their preferential subscription rights to the ordinary shares to which the securities issued based on this delegation may give entitlement;
7. **Grants** the Board of Directors all powers, with the option of sub-delegation under the legal and regulatory conditions, to implement this delegation, in particular:
  - to rule, on the report of the contribution auditor(s) mentioned in the 1<sup>st</sup> and 2<sup>nd</sup> paragraphs of Article L. 22-10-53 of the French Commercial Code, on the valuation of the contributions;
  - to determine all the terms and conditions of the authorised operations and, in particular, to evaluate the contributions as well as the granting, if necessary, of particular advantages, to determine the number of securities to be issued in remuneration of the contributions as well as the date of entitlement to dividends, if necessary, retroactively, of the securities to be issued,
  - to proceed, as the case may be, with any deduction from the contribution premium(s), and in particular those of the costs incurred by the realisation of the issues,
  - to record the completion of the capital increase and amend the Articles of Incorporation accordingly,
  - to take all necessary measures for the realisation of the issues and, if necessary, to postpone them, to conclude all agreements, to carry out all formalities required for the admission to trading of the shares issued and to carry out all publicity formalities required to ensure the proper completion of the operations;
8. **Acknowledges** that the Board of Directors, should it make use of this delegation, will report to the next ordinary general meeting on the transactions carried out under it, under the legal and regulatory provisions in force;
9. **Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months from the date of this General Meeting;
10. **Decides** that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of powers as from the filing by a third party of a draft public offer for the company's shares until the end of the offer period.

**Thirtieth resolution - Delegation of authority to the Board of Directors to issue ordinary shares, without preferential subscription rights, as a result of the issue by the Company's subsidiaries of securities giving access to the Company's ordinary shares**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, noting that the share capital has been fully paid up and voting under the legal provisions in force, in particular, those of Articles L. 225-129-2 and L. 228-93 of the French Commercial Code and by reference to Article L. 228-92 of the French Commercial Code:

1. **Terminates**, with immediate effect, the unused portion of the delegation granted by the General Meeting of 7 November 2019 in its 24<sup>th</sup> resolution;
2. **Delegates** to the Board of Directors, with the option of sub-delegation under legal and regulatory conditions, its power to decide on the issue of ordinary shares of the Company to which the securities issued by one or more companies in which the Company directly or indirectly owns more than half of the capital (the "**Subsidiary(ies)**") may give entitlement, if the Subsidiary(ies) issue(s) securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company, it being specified that such securities may only be issued by the Subsidiary(ies) with the consent of the Company's Board of Directors.

This decision entails (i) express authorisation by the General Meeting of the capital increase(s) resulting from this delegation of authority and (ii) in favour of the holders of securities that may be issued by the Subsidiary(ies), waiver by the Company's shareholders of their preferential subscription rights to the ordinary shares of the Company to which the aforementioned securities issued by the Subsidiary(ies) may give entitlement.

3. **Acknowledges** that the shareholders of the Company do not have preferential subscription rights to the above-mentioned securities issued by the Subsidiary(ies);

It is specified that:

- the nominal amount of the capital increases that may be carried out under this delegation may not exceed **the nominal cap of 22 million euros** and shall be deducted from the Sub-Cap on Capital Increases with Waiver of Preferential Subscription Rights and from the Overall Cap on Capital Increases. It is specified that to these amounts shall be added, as necessary, the nominal amount of additional shares to be issued to preserve the rights of the holders of securities or other rights giving access to the capital, under the applicable legal and regulatory provisions and, as necessary, the contractual stipulations providing for other cases of adjustment,
  - in any event, the amount paid on issue or that may subsequently be paid to the Company must be, for each ordinary share of the Company issued as a result of the issue of these securities, at least equal to the minimum amount provided for by the laws and regulations in force at the time of implementation of this delegation, after correction, if necessary, of this amount to take account of the difference in the date of entitlement to dividends;
4. **Grants** the Board of Directors full powers, with the option of sub-delegation under the legal and regulatory conditions, to implement this resolution, in agreement with the competent management bodies of the Subsidiary(ies) issuing the securities referred to in this resolution, in particular to:
    - set the amounts to be issued, determine the terms of issue and the category of securities to be issued, set the date of entitlement to dividends, even retroactively, of the securities to be created,
    - take all necessary measures to protect the rights of holders of securities or other rights giving access to the capital, under the applicable legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment,
    - to take all necessary measures for the realisation of the issues and, if necessary, to postpone them, to conclude all agreements and conventions to successfully complete the envisaged issues, all within the framework of the applicable French and, if necessary, foreign laws and regulations, and to make the amendments to the Articles of Incorporation made necessary by the use of this delegation, under the terms of its report to this General Meeting;

5. **Acknowledges** that the Board of Directors, should it make use of this delegation, will report to the next ordinary general meeting on the transactions carried out under it, under the legal and regulatory provisions in force;
  6. **Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months from the date of this General Meeting;
  7. **Decides** that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer for the company's securities until the end of the offer period.
11. **Delegation of authority and authorisation granted to the Board of Directors to increase the capital as part of a long-term incentive policy for its employees and corporate officers (31<sup>st</sup> resolution)**

**EXPLANATORY STATEMENT**

*As part of the long-term incentive policy for the Group's employees and corporate officers, the Board of Directors proposes, in the **31<sup>st</sup> resolution**, that you renew for a maximum period of twenty-six (26) months from the date of this General Meeting a delegation of authority to increase the share capital by issuing ordinary shares and/or securities giving access to the Company's share capital, with the cancellation of the preferential subscription right, reserved for the members of a company savings plan in the Company or its Group.*

*Thus, by voting in favour of the **31<sup>st</sup> resolution**, the Board of Directors invites you, according to Article L. 225-129-6 of the French Commercial Code, to delegate to it, under Articles L. 225-138 I and II of the French Commercial Code and Articles L. 3331-1 et seq. of the French Labour Code, its authority to issue shares and/or securities giving access to the Company's share capital, without preferential subscription rights, reserved for members of a company savings plan in the Company and, where applicable, of French or foreign companies that are affiliated with it under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code or by the free allocation of ordinary shares and/or securities giving access to the capital, up to a maximum nominal amount of 2 million euros, which will be deducted from the Sub-Cap on Capital Increases with the Waiver of Preferential Subscription Rights and from the Overall Cap on Capital Increases.*

**Thirty-first resolution - Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving immediate and/or future access to the Company's share capital, without preferential subscription rights, reserved for members of a company savings plan of the Company or its Group**

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, and voting under the provisions of Articles L. 3331-1 et seq. of the French Labour Code and Articles L. 225-129 et seq. and L. 225-138 et seq. of the French Commercial Code:

1. **Terminates**, with immediate effect, the unused portion of the delegation granted by the General Meeting of 5 November 2020 in its 20<sup>nd</sup> resolution;
2. **Delegates** to the Board of Directors, with the option of sub-delegation under the legal and regulatory conditions, its competence to decide to increase the share capital of the Company, on one or more occasions, and at its sole discretion, at the times and according to the terms that it shall determine by issuing ordinary shares as well as any other securities giving immediate or future access to the Company's share capital, reserved for employees and former employees who are members of a company savings plan in the Company and, where applicable, in French or foreign companies that are linked to it under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, or by the free allocation of ordinary shares or securities giving access to existing or future ordinary shares of the Company, in particular by incorporating reserves, profits or bonuses into the capital, within legal and regulatory limits;



3. **Decides** that the capital increases that may be carried out under this resolution may not exceed a **nominal amount of 2 million euros**, it being specified that this cap shall be deducted from the Sub-Cap on Capital Increases with Waiver of Preferential Subscription Rights and from the Overall Cap on Capital Increases It is specified that to these amounts shall be added, as necessary, to the nominal amount of additional shares to be issued to preserve, under the applicable legal and regulatory provisions and, as necessary, contractual stipulations providing for other cases of adjustment, the rights of the holders of securities or other rights giving access to the capital;

If the subscriptions have not absorbed the totality of an issue of securities, the capital increase shall only be realised up to the amount of securities subscribed;

4. **Decides** that the issue price of the ordinary shares or securities to be issued according to this resolution shall be set under the conditions of Article L. 3332-19 of the French Labour Code, it being specified that the maximum discount set, according to Article L. 3332-19 of the French Labour Code, concerning the average of the last quoted prices during the twenty (20) stock market sessions preceding the date of the decision of the Board of Directors setting the opening date of subscriptions may not exceed 30% or 40% depending on whether the securities thus subscribed, directly or indirectly, correspond to assets whose unavailability period is less than ten (10) years or greater than or equal to ten (10) years; however, the General Meeting expressly authorises the Board of Directors to remove or reduce the above-mentioned discount, if it deems it appropriate, in particular, to take into account, *inter alia*, locally applicable legal, accounting, tax and social security regimes;
5. **Authorises** the Board of Directors to grant free shares to be issued or already issued or other securities giving access to the Company's capital to be issued or already issued, by way of the contribution or, as necessary, the deduction, provided that the taking into account of their pecuniary countervalue evaluated at the subscription price, does not have the effect of exceeding legal or regulatory limits;
6. **Decides** to cancel, in favour of the said members of a company savings plan, the preferential subscription right of the shareholders to the ordinary shares or other securities giving access to the capital to be issued, where applicable allocated free of charge, and to the ordinary shares to which the securities issued based on this resolution may give right;
7. **Decides** that the characteristics of the other securities giving access to the Company's capital shall be determined by the Board of Directors under the applicable laws and regulations;
8. **Grants** the Board of Directors full powers, with the option of sub-delegation under the legal and regulatory conditions, to implement this resolution and, in particular, to:
- set the terms and conditions of the transactions and determine the dates and terms of the issues and free allocations of shares or other securities that will be carried out under this authorisation,
  - set the opening and closing dates for subscriptions, the dates of entitlement to dividends, and the procedures for paying up the shares and other securities giving access to the Company's capital,
  - grant time limits for the payment of shares and, if applicable, other securities giving access to the Company's capital,
  - determine that issues may be made directly to beneficiaries or through collective bodies,
  - determine, under the law, the list of companies or groupings whose employees and former employees may subscribe to the ordinary shares or securities issued and, if applicable, receive the ordinary shares or securities giving access to the Company's capital allocated free of charge,
  - set the length of service conditions to be met by the beneficiaries of the ordinary shares or securities subject to each free allocation, the subject of this resolution,
  - determine, if applicable, the nature of the securities allocated free of charge, as well as the terms and conditions of this allocation,

- take all necessary measures to protect the rights of holders of securities or other rights giving access to the capital under applicable laws and regulations and, where applicable, contractual stipulations providing for other cases of adjustment,
  - record the completion of the capital increases up to the amount of the shares or securities giving access to the Company's capital that are effectively subscribed,
  - determine, if necessary, the amount of the sums to be incorporated into the capital within the limit set above, and the item or items of shareholders' equity from which they are to be drawn,
  - conclude all agreements, carry out, directly or through an agent, all operations and formalities related to the increases in share capital and make the corresponding amendments to the Articles of Incorporation for these capital increases,
  - take all necessary measures for the completion of the issues and, if necessary, postpone them, and on its decisions alone and, if it deems it appropriate, charge the costs of the capital increases to the amount of the premiums relating to these increases and deduct from this amount the sums necessary to bring the legal reserve up to one-tenth of the new capital after each increase, and apply for the admission to the stock exchange of the securities created wherever it sees fit;
9. **Acknowledges** that the Board of Directors, should it make use of this authorisation, will report to the next Ordinary General Meeting on the transactions carried out under it, under the legal and regulatory provisions in force;
10. **Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months from the date of this General Meeting.
12. **Authorisation to the Board of Directors to grant existing or future ordinary shares of the Company free of charge to eligible employees and corporate officers of the Company or its subsidiaries, without preferential subscription rights (32<sup>nd</sup> resolution)**

#### **EXPLANATORY STATEMENT**

*The General Meeting of 8 November 2018 had authorised the Board of Directors to allocate ordinary shares of the Company free of charge to eligible employees and corporate officers of the Company or its subsidiaries, for a period of thirty-eight (38) months. This authorisation will expire in the financial year 2021-2022.*

*To allow the Company to benefit from all the necessary flexibility within the framework of its long-term incentive policy for the employees and corporate officers of the Company and its subsidiaries, the Board of Directors proposes, in the **32<sup>nd</sup> resolution**, that you grant this authorisation for a maximum period of thirty-eight (38) months as from the date of this General Meeting.*

*The Board of Directors proposes that you authorise it to allocate free shares of the Company, under the conditions of Articles L22-10-59 et seq. of the French Commercial Code, to eligible employees and corporate officers of the Company or its group. The cumulative number of free shares granted may not exceed 0.5% of the share capital on the date of the Board of Directors' decision to grant, it being understood that related to corporate officers such number of free shares granted could not exceed a percentage of their yearly fixed remuneration as stated in the Chapter 10.4 of the management report, meaning 162% for the Chief Executive Officer and 208% for the Deputy Chief Executive Officer. The allocation of shares to their beneficiaries would become definitive (i) at the end of a vesting period determined by the Board of Directors, of at least one (1) year, it being specified that the Board of Directors may decide on the existence and duration of an obligation for the beneficiaries to hold the shares and that in any event, the cumulative duration of the vesting and holding periods may not be less than two (2) years; and (ii) subject to the achievement of performance conditions determined by the Board of Directors at the date of the grant of the shares.*

**Thirty-second resolution - Authorisation to the Board of Directors to grant existing or future ordinary shares of the Company free of charge to eligible employees and corporate officers of the Company or its subsidiaries, without preferential subscription rights**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, and voting under the legal provisions in force, in particular those of Articles L. 22-10-59 et seq. of the French Commercial Code:

1. **Authorises** the Board of Directors, with the option of sub-delegation under the legal and regulatory conditions, to proceed, on one or more occasions, with free allocations of existing shares or shares to be issued by the Company under the conditions defined below:
  - these allocations may be made to eligible employees or corporate officers (as defined by Article L. 22-10-59 II paragraph 2 of the French Commercial Code), or certain categories of them, of the Company or companies groupings of economic interest that are linked to the Company under the conditions defined in Article L. 225-197-2 of the French Commercial Code,
  - the total number of free shares allocated under this authorisation may not exceed 0.5% of the Company's share capital on the date of this General Meeting, it being specified that this cap does not take into account the number of shares to be issued, as necessary, in respect of adjustments made to preserve the rights of holders of securities or other rights giving access to the share capital, under legal and regulatory provisions as well as contractual stipulations,
  - For corporate officers, the total number of free shares allocated under this authorisation may not exceed 0.5% of the Company's share capital on the date of this General Meeting, it being specified that this cap does not take into account the number of shares to be issued, as necessary, in respect of adjustments made to preserve the rights of holders of securities or other rights giving access to the share capital, under legal and regulatory provisions as well as contractual stipulations,
  - the allocation of shares to their beneficiaries will become definitive at the end of a vesting period determined by the Board of Directors, of a minimum duration of one (1) year; the Board of Directors may decide on the existence and duration of an obligation for the beneficiaries to retain the shares, it being specified that, in any event, the cumulative duration of the acquisition and retention periods may not be less than two (2) years,
  - The definitive allocation of shares to eligible corporate officers of the Company who meet the conditions referred to in II of Article L. 225-197-1 of the French Commercial Code, and/or to eligible employees of the Group, is subject under this authorisation to the fulfilment of performance conditions. These conditions will be determined by the Board of Directors on the date the shares are granted and according to several performance indicators.
  - In the event of a definitive allocation of shares to all employees of the Company and/or other Group Companies, as defined by Article 217 quinquies of the French General Tax Code or L22-10-60 of the French Commercial Code, the allocation may be made without performance conditions.
  - the definitive acquisition of the shares and the right to sell them freely will nevertheless be acquired by the beneficiary in advance if the latter is affected by one of the cases of invalidity referred to in Article L. 225-197-1 of the Commercial Code and corresponding to the classification in the second or third category as referred to the article L. 341-4 of the Social Security Code,
  - the corresponding capital increase will be definitively completed by the sole fact of the definitive allocation of the shares to the beneficiaries,
  - the existing shares that may be allocated under this resolution must be acquired by the Company, either within the framework of Article L. 22-10-61 of the French Commercial Code, or, as necessary, within the framework of the share buyback programme authorised by the 20<sup>th</sup> resolution submitted to this General Meeting under Article L. 22-10-62 of the French Commercial Code, or of any share buyback programme implemented before or after the adoption of this resolution;
2. **Acknowledges** that this authorisation automatically entails the express waiver by the shareholders of their preferential subscription right to the shares to be issued and allocated free of charge in favour of the beneficiaries of the free allocations;

3. **Grants** the Board of Directors, within the limits set above, all necessary powers, with the option of sub-delegation under the legal and regulatory conditions, to implement this resolution and, in particular, to:
- determine the identity of the beneficiaries of the share grants and the number of shares granted to each of them,
  - to set the dates and terms of allocation of the shares, in particular the period at the end of which these allocations will be definitive as well as, if applicable, the period of retention required of each beneficiary,
  - determine the conditions, in particular those related to the performance of the Company, the Eutelsat Group or its entities and, if applicable, the allocation criteria according to which the shares will be allocated,
  - and more specifically, for corporate officers, to determine the conditions, in particular relating to their individual performance, the performance of the Company, the Eutelsat Group or its entities and, if applicable, the allocation criteria according to which the shares will be allocated,
  - note the final allocation dates and the dates from which the shares may be freely transferred, taking into account any legal restrictions,
  - rule, with respect to corporate officers, under paragraph 4 of II of Article L. 22-10-59 of the Commercial Code,
  - provide for the possibility of proceeding during the vesting period, if necessary, with adjustments to the number of free shares allocated according to any transactions on the Company's share capital, to preserve the rights of the beneficiaries, it being specified that the shares allocated in the application of these adjustments shall be deemed to have been allocated on the same day as the shares initially allocated,
  - in the event of the free allocation of new shares, to charge, if necessary, to the reserves, profits or issue premiums of its choice, the sums necessary for the payment of the said shares, to record the realisation of the capital increases, proceed with the consequent amendments to the articles of association and, in general, do all that is necessary,
  - conclude all agreements, draw up all documents, carry out all formalities and make all declarations to all organisations and do all that may be necessary to ensure the successful completion of the free allocations authorised under this resolution;
4. **Acknowledges** that the Board of Directors, should it make use of this authorisation, will report to the next Ordinary General Meeting on the transactions carried out under it, under the legal and regulatory provisions in force;
5. **Decides** that this delegation is granted to the Board of Directors for a period of thirty-eight (38) months from the date of this General Meeting.

## RESOLUTION WITHIN THE COMPETENCE OF THE ORDINARY MEETING

### 13. Powers for legal formalities (33<sup>rd</sup> resolution)

#### **EXPLANATORY STATEMENT**

*In the 33<sup>rd</sup> resolution, the Board of Directors invites you to grant all powers to the bearer of an original, a copy or an extract of the minutes of the Meeting to carry out all publicity formalities inherent to the holding of this Meeting.*

#### **Thirty-third resolution - Powers for formalities**

The General Meeting gives full powers to the bearer of an original, copy or extract of the minutes of this General Meeting to carry out all necessary formalities.

## Annex

### **Information concerning the candidates or Directors whose appointment or renewal is submitted to the vote of the Meeting**

#### **1 Bpifrance Investissement represented by Paul-François Fournier**

Created in 2012, Bpifrance Investissement is a private equity management company belonging to the Bpifrance group which aims to support companies and finance their growth. Bpifrance Investissement is a signatory of the UNPRI (Principles for Responsible Investment) and actively encourages all of its partner funds in their ESG approach (environmental and social governance criteria) and the integration of responsible investment principles. Paul-François Fournier is currently, since April 2013, Director of Innovation and member of the Executive Committee of the Public Investment Bank (Bpifrance) and he has been member of the Board since 8 November 2017.

Paul-François Fournier, graduate of Telecom ParisTech, began his career at France Télécom Orange Group in 1994 as a business engineer in the France Business sector. After seven years working in the development of corporate services, in 2001 he became Broadband Director of Wanadoo, where he ensured the take-off of ADSL offers in France, which rose from a few thousand customers in 2001 to more than 3 million by the end of 2004, then internationally as a member of the Executive Board of the Wanadoo Group. He then oversaw strategic projects like the launch of Livebox and Voice Over IP, in partnership with the French start-ups Inventel and Netcentrex. In addition to his experience in the field of Internet services and partnerships (he was, for instance, the architect of Orange's acquisition of Dailymotion and Cityvox, as well as partnerships with Microsoft, Google and Facebook), Paul-François Fournier has excellent operational knowledge of marketing innovation. He was, from 2011, Executive Director of Orange's Technocentre, in charge of product innovation (Boxes, Cloud, etc.), where he radically transformed the organisation with a more regional and decentralised approach (creation of the Amman and Abidjan Technocentres).

Paul-François Fournier, born 15 March 1968, is a French national.

#### **2 Dominique D'Hinnin**

On 8 November 2017, Dominique D'Hinnin was appointed as Chairman of the Board of Directors of Eutelsat Communications S.A., and he has been member of the Board since 4 November 2016.

Dominique D'Hinnin is a graduate of the École normale supérieure and a former Inspecteur des finances.

He has spent most of his career with the Lagardère Group, where he joined in 1990 as an advisor to Philippe Camus. He was then appointed Internal Audit Manager and Chief Financial Officer of Hachette Livre in 1993, and in 1994, Executive Vice President of Grolier, Inc. (Connecticut, United States). He was Chief Financial Officer of Lagardère from 1998 to 2009 and Lagardère SCA Co-Managing Partner from 2009 to 2016. He is a former Board Member of Airbus and Canal + and former Advisory Board Member of PricewaterhouseCoopers France.

Dominique D'Hinnin is also currently Board Member of the Spanish media company PRISA, of the French company Edenred, of the French company Technicolor and of the Belgian distribution company Louis Delhaize S.A. and of the US Company, Golden Falcon Acquisition Corp.

Dominique D'Hinnin, born 4 August 1959, is a French national.

### **3**      **Ester Gaide**

Esther Gaide is currently, since March 2018, Chief Financial Officer of the Elixir Group and he has been member of the Board since 8 November 2017.

Esther Gaide graduated from ESSEC (Paris) and is a chartered accountant. She began her career in 1983 working in the external audit departments of PricewaterhouseCoopers (PwC) in Paris and London, then with Deloitte in Paris and the USA. In 1994, she joined Bolloré Group where she was appointed Group Internal Audit Director, where she set up the Internal Audit Department participating in the reorganization of the maritime department and the takeover of the Rivaud Group. Between 1996 and 2006, she successively held the posts of Chief Financial Officer of the Logistics Division, Chief Financial Officer of the Bolloré Africa Logistics division and ultimately Group Director of Controlling, in charge of the accounting, consolidation and control. In 2006, she joined Havas to then become Deputy Chief Financial Officer and HR Director. In 2011, she joined Technicolor (ex-Thomson) as Group Director of Controlling supervising accounting, consolidation and control. In 2012, she was appointed Deputy Chief Financial Officer before becoming Chief Financial Officer and member of the Executive Committee in 2015. In addition, Esther Gaide was appointed Chief Financial Officer of Elixir Group on 15 March 2018.

Esther Gaide, born 6 September 1961, is a French national.

### **4**      **Didier Leroy**

Didier Leroy is a recognized expert in the automotive industry, and he has been member of the Board since 8 November 2017.

Didier Leroy joined Renault S.A. in 1982, after obtaining an engineering degree. In 1992, he was appointed General Manager at the Douai plant and in 1996, Deputy Director of the Renault Le Mans plant before leading a cross-functional business reform project team, reporting directly to Carlos Ghosn. Mr. Leroy joined Toyota to start up the new French plant, Toyota Motor Manufacturing France in Valenciennes, as Vice President. He was appointed President of the plant in 2005 and started leading initiatives at European level in 2007. In 2010, he became President and CEO of Toyota Motor Europe, Toyota's regional headquarters for Sales, After-Sales, R&D, Engineering and Manufacturing. In 2015, Mr. Leroy became the first non-Japanese Executive Vice President and Member of the Board of Directors of Toyota Motor Corporation, double-capping as President of one of the two operational units of the company at global level, covering all the operations in North America and Europe, but also the Japan sales operations. In 2016, Mr. Leroy also became the company's global Chief Competitive Officer. In 2017, his role expanded to cover the entire overseas operations, including emerging markets. In July 2020, he retired from this position and became Advisor to the CEO of Toyota Motor Corporation. He remains Chairman of Toyota Motor Europe and Board Member of Toyota Tsusho Corporation. Didier Leroy is also currently Board Member of Auchan Holding and of Aliaxis (advanced piping systems).

Didier Leroy, born 26 December 1957, is a French national.